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)

PRELIMINARY ANNOUNCEMENT OF ANNUAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2012

FINANCIAL HIGHLIGHTS

- Revenue increased by approximately 83.7% to RMB964 million.
- Net core profit* increased by approximately 106.3% to RMB223 million.
- Net gearing ratio decreased from 11.6% to 10.1%.
- Proposed a final dividend of RMB5.55 cents per share (total of approximately RMB100 million), representing 44.8% of 2012 net core profit*.

* *Net core profit = Profit and total comprehensive income for the year - changes in fair value of investment properties (after tax effect)*

The board of directors (the "**Board**") of Golden Wheel Tiandi Holdings Company Limited (the "**Company**") is pleased to announce that the annual consolidated results of the Company and its subsidiaries (collectively, the "**Group**") for the year ended 31 December 2012, together with the comparative figures for the preceding year.

Capitalized terms used in this announcement shall have the meaning ascribed to them in the prospectus of the Company dated 31 December 2012 (the "**Prospectus**") in relation to its initial global offering of 450,000,000 shares (subject to adjustment and over-allotment option) (the "**Initial Global Offering**") unless otherwise defined.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

		For the year ended 31 December	
	NOTES	**2012**	2011
		RMB'000	*RMB'000*
Revenue	2	**963,717**	524,495
Cost of sales		**(465,196)**	(283,434)
Gross profit		**498,521**	241,061
Other income, expenses, gains and losses	3	**(553)**	18,599
Selling and marketing expenses		**(12,888)**	(14,817)
Administrative expenses		**(63,081)**	(44,244)
Finance costs	4	**(4,189)**	(6,871)
Share of loss of an associate		**(1,286)**	(407)
Changes in fair value of investment properties		**81,908**	539,919
Profit before tax	5	**498,432**	733,240
Taxation	6	**(213,639)**	(220,047)
Profit and total comprehensive income for the year		**284,793**	513,193
Profit and total comprehensive income attributable to:			
Owners of the Company		**276,877**	498,488
Non-controlling interests		**7,916**	14,705
		284,793	513,193
Earnings per Share			
- Basic (RMB per share)	7	**0.205**	0.369

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	NOTES	**31 December** **2012** **RMB'000**	2011 *RMB'000*
Non-current assets			
Property, plant and equipment	9	**113,280**	88,189
Investment properties	10	**3,230,600**	2,850,000
Interest in an associate		**1,307**	2,593
Deferred tax assets		**38,595**	17,890
Amount due from a related company		**—**	120,176
		3,383,782	3,078,848
Current assets			
Properties under development for sale		**738,043**	717,320
Completed properties for sale		**181,690**	153,759
Trade and other receivables	11	**28,887**	72,892
Deposit and prepayment		**10,000**	—
Prepayments for leasehold land held for development for sale		**90,453**	—
Amount due from an associate		**—**	1,060
Tax prepaid		**11,535**	18,305
Held for trading investments		**8,221**	—
Restricted bank deposits		**128,653**	15,718
Bank balances and cash		**98,679**	196,641
		1,296,161	1,175,695
Current liabilities			
Trade and other payables	12	**239,448**	177,366
Rental received in advance		**19,797**	19,525
Deposits and prepayments received from pre-sale of properties		**221,431**	643,230
Amounts due to shareholders		**—**	129,098
Tax liabilities		**262,744**	100,339
Bank borrowings - due within one year		**192,283**	109,104
		935,703	1,178,662
Net current assets (liabilities)		**360,458**	(2,967)
Total assets less current liabilities		**3,744,240**	3,075,881

	31 December 2012 *RMB'000*	2011 *RMB'000*
Non-current liabilities		
Bank borrowings - due after one year	**309,615**	344,600
Rental received in advance	**25,650**	37,832
Deferred tax liabilities	**689,897**	616,115
	1,025,162	998,547
Net assets	**2,719,078**	2,077,334
Capital and reserves		
Share capital	**128**	106,000
Reserves	**2,718,950**	1,862,176
Equity attributable to owners of the Company	**2,719,078**	1,968,176
Non-controlling interests	**—**	109,158
Total equity	**2,719,078**	2,077,334

NOTES

1. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs")

The Group has applied all the standards, amendments and interpretations issued by the International Accounting Standards Board, which are effective for the Group's financial period beginning on 1 January 2012.

New and revised IFRSs in issue but not yet effective

The Group has not early applied the following new and revised standards, amendments and interpretation, that have been issued but are not yet effective:

Amendments to IFRSs	Annual Improvements to IFRSs 2009-2011 Cycle[1]
Amendments to IFRS 7	Disclosures - Offsetting Financial Assets and Financial Liabilities[1]
Amendments to IFRS 9 and IFRS 7	Mandatory Effective Date of IFRS 9 and Transition Disclosures[2]
Amendments to IFRS 10, IFRS 11 and IFRS 12	Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance[1]
Amendments to IFRS 10, IFRS 12 and IAS 27	Investment Entities[4]
IFRS 9	Financial Instruments[2]
IFRS 10	Consolidated Financial Statements[1]
IFRS 11	Joint Arrangements[1]
IFRS 12	Disclosure of Interests in Other Entities[1]
IFRS 13	Fair Value Measurement[1]
Amendments to IAS 1	Presentation of Items of Other Comprehensive Income[3]
IAS 19 (Revised 2011)	Employee Benefits[1]
IAS 27 (Revised 2011)	Separate Financial Statements[1]
IAS 28 (Revised 2011)	Investments in Associates and Joint Ventures[1]
Amendments to IAS 32	Offsetting Financial Assets and Financial Liabilities[4]
IFRIC 20	Stripping Costs in the Production Phase of a Surface Mine[1]

[1] Effective for annual periods beginning on or after 1 January 2013

[2] Effective for annual periods beginning on or after 1 January 2015

[3] Effective for annual periods beginning on or after 1 July 2012

[4] Effective for annual periods beginning on or after 1 January 2014

IFRS 13 Fair Value Measurement

IFRS 13 establishes a single source of guidance for fair value measurements and disclosures about fair value measurements. The standard defines fair value, establishes a framework for measuring fair value, and requires disclosures about fair value measurements. The scope of IFRS 13 is broad; it applies to both financial instrument items and non-financial instrument items for which other IFRS require or permit fair value measurements and disclosures about fair value measurements, except in specified circumstances. In general, the disclosure requirements in IFRS 13 are more extensive than those in the current standards. For example, quantitative and qualitative disclosures based on the three-level fair value hierarchy currently required for financial instruments only under IFRS 7 *Financial Instruments: Disclosures* will be extended by IFRS 13 to cover all assets and liabilities within its scope.

IFRS 13 is effective for annual periods beginning on or after 1 January 2013, with earlier application permitted.

The directors of the Company anticipate that IFRS 13 will be adopted by the Group for the annual period beginning on 1 January 2013 and that the application of the new standard may result in more extensive disclosures in the consolidated financial statements.

The directors of the Company anticipate that the application of other new and revised standards, amendments and interpretation will have no material impact on the consolidated financial statements of the Group in the period of initial application.

2. REVENUE AND SEGMENT INFORMATION

The Group's chief operating decision maker has been identified as the executive directors of the Company. The information reported to the chief operating decision maker for purposes of resource allocation and performance assessment focuses specifically on respective businesses of the Group. The Group's operating and reportable segments are as follows:

Property development	— Development and sale of properties
Property investment	— Property leasing (including lease of self-owned properties and sub-lease of rented properties)

Segment revenue and results

	Property development *RMB'000*	Property investment *RMB'000*	Total *RMB'000*
For the year ended 31 December 2012			
Segment revenue	863,428	100,289	963,717
Segment results	378,161	54,195	432,356
Other income, expenses, gains and losses			(553)
Finance costs			(4,189)
Unallocated corporate expenses			(9,804)
Share of loss of an associate			(1,286)
Changes in fair value of investment properties			81,908
Profit before tax			498,432
For the year ended 31 December 2011			
Segment revenue	444,952	79,543	524,495
Segment results	142,241	43,462	185,703
Other income, expenses, gains and losses			18,599
Finance costs			(6,871)
Unallocated corporate expenses			(3,703)
Share of loss of an associate			(407)
Changes in fair value of investment properties			539,919
Profit before tax			733,240

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales during the reporting year.

The accounting policies of the operating and reportable segments information are the same as the Group's accounting policies. Segment results represents the profit earned by each segment without allocation of central administration costs, changes in fair value of investment properties, other income, expenses, gains and losses, share of loss of an associate, finance costs and taxation. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

Segment assets and liabilities

	Property development *RMB'000*	Property investment *RMB'000*	Total *RMB'000*
As at 31 December 2012			
Segment assets	1,011,318	3,334,077	4,345,395
Property, plant and equipment			16,567
Other receivables, deposits and prepayments			30,989
Restricted bank deposits			128,653
Bank balances and cash			98,679
Other unallocated assets			59,660
Total assets			4,679,943
Segment liabilities	424,936	45,446	470,382
Tax liabilities			262,744
Bank borrowings			501,898
Deferred tax liabilities			689,897
Other unallocated liabilities			35,944
Total liabilities			1,960,865
As at 31 December 2011			
Segment assets	872,923	2,919,392	3,792,315
Property, plant and equipment			22,044
Other receivables, deposits and prepayments			67,801
Amount due from a related company			120,176
Restricted bank deposits			15,718
Bank balances and cash			196,641
Other unallocated assets			39,848
Total assets			4,254,543
Segment liabilities	781,446	57,357	838,803
Amounts due to shareholders			129,098
Tax liabilities			100,339
Bank borrowings			453,704
Deferred tax liabilities			616,115
Other unallocated liabilities			39,150
Total liabilities			2,177,209

For the purposes of assessing segment performance and allocating resources between segments:

- Other than investment properties, completed carparks and carparks under construction (included in property, plant and equipment), properties under development for sale, completed properties for sale, trade receivables and prepayment for leasehold land held for development for sale, all other assets are not allocated to segment assets; and

- Other than trade payables, deposits and prepayments received from pre-sale of properties and rental received in advance, all other liabilities are not allocated to segment liabilities.

No single customer of the Group contributed 10% or more to the Group's revenue for the year ended 31 December 2012 (2011: nil).

The Group's revenue from external customers is derived solely from its operations in the PRC, and non-current assets of the Group are all located in the PRC.

3. OTHER INCOME, EXPENSES, GAINS AND LOSSES

	2012	**2011**
	RMB'000	*RMB'000*
Interest income	3,343	7,203
Imputed interest income on amount due from a related company	4,024	6,868
Loss on disposal of property, plant and equipment	—	(2)
Changes in fair value of held for trading investments	2,325	—
Net foreign exchange gains	1,018	5,610
Listing expenses	(12,819)	(1,500)
Others	1,556	420
	(553)	18,599

4. FINANCE COSTS

	2012	2011
	RMB'000	*RMB'000*
Interests on bank loans wholly repayable within five years	32,272	35,317
Less: Amount capitalized to properties under development for sale and investment properties under development	(28,083)	(28,446)
	4,189	6,871

5. PROFIT BEFORE TAX

Profit before tax has been arrived at after charging (crediting):

	2012	2011
	RMB'000	*RMB'000*
Directors' remunerations	2,314	416
Other staff costs:		
- Salaries and other benefits	27,791	18,999
- Retirement benefit scheme contributions	3,642	4,225
Total staff costs	33,747	23,640
Less: Amount capitalized to properties under development for sale and investment properties under development	(6,641)	(6,160)
	27,106	17,480
Rental income in respect of investment properties	(91,107)	(74,924)
Less: Direct operating expenses of investment properties that generated rental income	7,210	4,647
	(83,897)	(70,277)
Cost of properties sold	404,482	253,266
Auditor's remuneration	845	720
Depreciation of property, plant and equipment	7,138	3,063
Rental expenses of properties under operating lease	5,801	3,096

6. TAXATION

	2012 *RMB'000*	2011 *RMB'000*
Current tax:		
- PRC enterprise income tax	99,382	45,043
- Land appreciation tax	105,500	43,898
- Withholding tax on distribution of earnings from PRC subsidiaries	3,628	2,752
	208,510	91,693
Deferred tax	5,129	128,354
	213,639	220,047

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years. No provision for Hong Kong Profits Tax has been made in the consolidated financial statements as the Group's subsidiaries in Hong Kong had no assessable profit.

Under the Law of the People's Republic of China on Enterprise Income Tax (the "**EIT Law**") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25%.

According to the requirements of the Provisional Regulations of the PRC on Land Appreciation Tax ("**LAT**") (中華人民共和國土地增值稅暫行條例) effective from 1 January 1994, and the Detailed Implementation Rules on the Provisional Regulations of the PRC on LAT (中華人民共和國土地增值稅暫行條例實施細則) effective from 27 January 1995, all income from the sale or transfer of state-owned land use rights and buildings in the PRC (being the proceeds of sales of properties less deductible expenditures including borrowing costs and property development expenditures) is subject to LAT at progressive rates ranging from 30% to 60% of the appreciation of land value; with an exemption provided for property sales of ordinary residential properties (普通標準住宅) if their appreciation values do not exceed 20% of the sum of the total deductible items.

During the year, the Group estimated and made provision for LAT according to the requirements set forth in the relevant PRC tax laws and regulations. The actual LAT liabilities are subject to the determination by the tax authorities upon completion of the property development projects, and the LAT determined by the tax authorities might be different from the basis on which the provision for LAT is calculated.

The tax charge for the both years can be reconciled to the accounting profit as follows:

	2012	2011
	RMB'000	*RMB'000*
Profit before tax	498,432	733,240
Tax at PRC enterprise income tax rate of 25%	124,608	183,310
Tax effect of expenses not deductible for tax purpose	2,288	915
Tax effect of income not taxable for tax purpose	(2,401)	(2,217)
Effect of tax losses not recognized	1,034	—
Utilization of tax losses and deductible temporary differences not previously recognized	—	(73)
LAT	105,500	43,898
Tax effect of LAT	(26,375)	(10,975)
Withholding tax on undistributed profit of PRC subsidiaries	8,985	5,189
	213,639	220,047

7. EARNINGS PER SHARE

The calculation of the basic earnings per share attributable to the owners of the Company is based on the following data:

	2012	2011
	RMB'000	*RMB'000*
Earnings		
Earnings for the purpose of basic earnings per share (profit for the year attributable to owners of the Company)	276,877	498,488
	'000	*'000*
Number of shares		
Weighted overage number of ordinary shares for the purpose of basic earnings per share	1,349,969	1,349,933

The calculation of the weighted average number of ordinary shares for the purpose of basic earnings per share has taken into account the shares issued and outstanding during year and on the assumption that the reorganization and capitalization issue have been effective on 1 January 2011.

Diluted earnings per share is not presented as no potential ordinary shares were outstanding during both years.

8. DIVIDENDS

No dividend has been paid by the Company since its date of incorporation.

Prior to the reorganization,

i Golden Wheel International Investment Limited ("**Golden Wheel International Investment**") had declared and paid dividend in an amount of RMB54,108,000 to its then shareholders during the year ended 31 December 2011;

ii. Nanjing Jade Golden Wheel Realty Company Limited ("**Nanjing Jade Golden Wheel**"), a subsidiary of Golden Wheel International Investment, had declared and paid dividends to its equity holders, in which RMB4,462,000 was paid to its then non-controlling shareholder during the year ended 31 December 2011; and

iii. Nanjing Jade Golden Wheel and Yangzhou Golden Wheel Real Estate Development Co., Ltd., subsidiaries of Golden Wheel International Investment, had declared and paid dividends to their equity holders, in which an aggregate of RMB5,884,000 was paid to their then non-controlling shareholder during the year ended 31 December 2012.

Subsequent to 31 December 2012, a final dividend of RMB0.055 in respect of the year ended 31 December 2012 per share has been proposed by the directors and is subject to approval by the shareholders in the forthcoming annual general meeting.

9. PROPERTY, PLANT AND EQUIPMENT

	Land and buildings	Motor vehicles	Computers and office equipment	Leasehold improvements	Construction in progress	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Cost						
At 1 January 2011	40,020	2,826	1,604	5,028	23,464	72,942
Additions	—	—	353	6,118	17,363	23,834
Disposals	—	—	(255)	—	—	(255)
At 31 December 2011	40,020	2,826	1,702	11,146	40,827	96,521
Additions	—	232	246	—	9,167	9,645
Transfers	35,483	—	—	—	(35,483)	—
Transfer from completed properties for sale	793	—	—	—	—	793
Acquisition of subsidiaries	—	78	—	—	21,713	21,791
Disposals	—	—	(286)	—	—	(286)
At 31 December 2012	76,296	3,136	1,662	11,146	36,224	128,464
Depreciation						
At 1 January 2011	1,081	2,157	807	1,477	—	5,522
Provided for the year	721	385	495	1,462	—	3,063
Eliminated on disposals	—	—	(253)	—	—	(253)
At 31 December 2011	1,802	2,542	1,049	2,939	—	8,332
Provided for the year	4,439	133	337	2,229	—	7,138
Eliminated on disposals	—	—	(286)	—	—	(286)
At 31 December 2012	6,241	2,675	1,100	5,168	—	15,184
Carrying Value						
At 31 December 2011	38,218	284	653	8,207	40,827	88,189
At 31 December 2012	70,055	461	562	5,978	36,224	113,280

The land and buildings of the Group comprising land use rights and buildings in the PRC where the cost of land use rights cannot be separated reliably. The land use rights is classified as a finance lease, and the land and buildings are amortized and depreciated between 20 to 36 years using straight-line method.

The following useful lives are used in the calculation of depreciation of other property, plant and equipment:

Motor vehicles	—	4 years
Computers and office equipment	—	3 years
Leasehold improvements	—	over the lease period or 5 years, whichever is shorter

As at 31 December 2012, land and buildings with carrying amount of approximately RMB12,200,000 (2011: RMB12,900,000) were pledged to banks to secure certain banking facilities granted to the Group.

As at 31 December 2012, construction in progress with carrying amount of approximately RMB20,380,000 (2011: nil) was pledged to banks to secure certain banking facilities granted to the Group.

The land and buildings are held under medium-term land leases in the PRC.

10. INVESTMENT PROPERTIES

	Completed investment properties	**Investment properties under development**	**Total**
	RMB'000	*RMB'000*	*RMB'000*
Fair Value			
At 1 January 2011	1,668,000	591,000	2,259,000
Additions	—	51,081	51,081
Transfers	750,000	(750,000)	—
Increase in fair value	432,000	107,919	539,919
At 31 December 2011	2,850,000	—	2,850,000
Additions	—	15,092	15,092
Acquisition of subsidiaries	45,600	238,000	283,600
Increase in fair value	75,000	6,908	81,908
At 31 December 2012	2,970,600	260,000	3,230,600

The fair values of the Group's investment properties were arrived at on the basis of a valuation carried out at the end of the reporting and the date of acquisition of subsidiaries by CBRE HK Limited. CBRE HK Limited is a firm of independent valuers not connected with the Group, who have qualifications such as members of The Hong Kong Institute of Surveyors. The Group's investment properties have been valued individually, on market value basis.

For completed investment properties, valuation was arrived at by making reference to the market transactions of comparable properties and on the basis of capitalization of the rental income derived from existing tenancies with due allowance for reversionary income potential of the properties, where appropriate. The valuation of investment properties under development has been arrived at by reference to market transactions of comparable properties to determine the value of the properties as if they were completed as at the dates of valuation, and taking into account the construction and other related costs that would be expended to complete the development, the developer's profit and percentage of completion of the properties.

As at 31 December 2012, the Group's investment properties with a carrying amount of approximately RMB2,156,000,000 (2011: RMB1,844,000,000) were pledged to banks to secure certain banking facilities granted to the Group.

The investment properties are held under medium-term leases in the PRC.

11. TRADE AND OTHER RECEIVABLES

	2012	2011
	RMB'000	*RMB'000*
Trade receivable	1,897	5,091
Other receivables and prepaid expenses	11,495	8,728
Advances to contractors	3,890	21,559
Deposits	—	847
Other taxes prepaid	11,605	36,667
	28,887	72,892

In respect of sale of properties, a minimum down payment are required in accordance with the terms of the related sale and purchase agreements and consideration in cash is fully received prior to the delivery of the properties to the customers.

Rental prepayment is usually required in accordance with the terms of the relevant lease agreements within 30 days before the commencement dates of leases.

Trade receivable mainly comprises rental receivable in respect of self-owned investment properties and sub-leased properties, and amounts receivable from credit card companies in respect of deposit made by customers for sale of properties.

The following is an aged analysis of trade receivables net of allowance for doubtful debts presented based on the date of delivery of properties / date of rendering of services which approximated the respective dates on which revenue was recognised.

	2012	2011
	RMB'000	*RMB'000*
0 to 30 days	1,119	2,987
31 to 60 days	—	818
61 to 180 days	—	740
181 to 365 days	711	453
Over 1 year	67	93
	1,897	5,091

At the end of the reporting period, included in the Group's accounts receivable are debtors with the following carrying amounts which are past due for which the Group has not provided for impairment loss, as there has not been a significant change in credit quality and amounts are still considered recoverable based on historical experience of the management. The Group does not hold any collateral over these balances.

Aging of trade receivables which are past due but not impaired:

	2012	2011
	RMB'000	*RMB'000*
0 to 180 days	765	4,092
181 to 365 days	711	453
Over 1 year	67	93
	1,543	4,638

In assessing the recoverability of rental receivable from property tenants, the Group considers any change in the credit quality of the tenants. The Group recognizes allowance for doubtful receivables based on estimated irrecoverable amounts determined by reference to past default experience of the counterparty and an analysis of the counterparty's current financial position. Movements in the allowance for doubtful receivables are as follows:

	2012	2011
	RMB'000	*RMB'000*
1 January	1,095	1,095
Impairment losses recognized on trade receivables	—	—
31 December	1,095	1,095

12. TRADE AND OTHER PAYABLES

	2012	2011
	RMB'000	*RMB'000*
Trade payables:		
0 to 60 days	98,414	123,139
61 to 180 days	220	2,514
181 to 365 days (note)	62,575	11,961
Over 1 year	42,296	602
	203,505	138,216
Deposits	14,036	20,568
Other taxes payable	1,723	4,832
Other payables and accrued expenses	20,184	13,750
	239,448	177,366

Generally, the average credit period taken for trade payables is about 60 days.

At 31 December 2012, trade payables include retention money of approximately RMB31,647,000 (2011: RMB18,001,000), which relates to 5% to 15% of the contract prices.

Note: As at 31 December 2012, trade payable of approximately RMB36,180,000 (2011: Nil) is related to a land acquisition transaction, where a subsidiary of the Company (the "Acquirer") entered into a contract to acquire a piece of land from a third party (the "Vendor"), and the consideration of which is partly settled by way of cash and partly settled through delivery of the Acquirer's completed properties to the Vendor upon completion of the properties. Such properties are under development as at 31 December 2012, and the properties are expected to be completed in June 2013.

13. EVENTS AFTER THE REPORTING PERIOD

(i) Capitalization Issue

On 10 December 2012, pursuant to the resolution of the then shareholders of the Company, it was approved for the Company to issue 1,348,000,000 ordinary shares of US$0.01 each to such shareholders by way of capitalization of US$13,480,000 (equivalent to RMB84,580,000) from the share premium account upon listing of the Company's shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (the "**Capitalization Issue**"). Such shares were issued on 16 January 2013, being the date on which dealings in the shares of the Company first commence on the Stock Exchange (the "**Listing Date**").

(ii) Initial Global Offering

On 16 January 2013 (the Listing Date), the Company issued a total of 450,000,000 ordinary shares US$0.01 each at a price of HK$1.68 per share as a result of the completion of the Initial Global Offering. Of the total gross proceeds, HK$34,882,000 (equivalent to RMB28,230,000) representing the par value was credited to the Company's share capital account and HK$721,118,000 (equivalent to RMB583,600,000) was credited to its share premium account. Number of total issued shares of the Company was increased to 1,800,000,000 shares upon completion of the Initial Global Offering and the Capitalization Issue.

(iii) Partial exercise of over-allotment option

Pursuant to the partial exercise of the over-allotment option granted by the Company in the Initial Global Offering, a total of 2,456,000 ordinary shares US$0.01 each were allotted and issued by the Company on 15 February 2013. Number of total issued shares of the Company was increased to 1,802,456,000 shares as a result.

BUSINESS REVIEW

Overview

The Group is an integrated commercial and residential property developer, owner and operator with a proven track record in China. It focuses on developing projects in Jiangsu and Hunan provinces that are physically connected or in close proximity to metro stations or other transportation hubs. Examples of such projects are Golden Wheel International Plaza, Golden Wheel Time Square, Golden Wheel New Metro and Golden Wheel Star Plaza, which collectively accounted for approximately 55.0% of the total gross floor area ("**GFA**") of all of the Group's completed properties and properties under development as of 31 December 2012.

The Group has a proven business model designed to balance short-term capital need and long-term financial strength. It strategically retains long-term ownership of selected shopping malls for recurring rental income and long-term financial strength and sell a mix of offices, residential properties, hotel-style apartments and retail properties for capital growth. As of 31 December 2012, the property development business and property leasing and operational management business of the Group accounted for 62.2% and 37.8%, respectively, in terms of the total GFA of its completed properties and properties under development. For the year ended 31 December 2012, the property development business and property leasing and operational management business of the Group accounted for 89.6% and 10.4%, respectively, in terms of its total revenue.

Property Projects

The Group classifies its property projects into three categories according to the stage of development:

- completed properties, comprising property projects that have been completed with a certificate of completion issued by the relevant governmental authorities;

- properties under development, comprising property projects with a land use right certificate issued by the relevant governmental authorities and the construction having commenced but a certificate of completion of which has not been obtained; and

- properties planned for future development, representing (i) properties for which the Group has received a land use right certificate but has not yet commenced construction; and/or (ii) properties for which the Group has entered into master, cooperation or investment agreements with the relevant governmental authorities regarding future development and the Group is in the process of carrying out the necessary PRC regulatory procedures to obtain the relevant land use right certificate.

The following table sets forth an overview of the Group's property projects as of 31 December 2012:

Project	City	Site area	Total GFA/ Total planned GFA[1]	GFA with construction permits	GFA held for Company's own use	Non-Saleable GFA[2]
		sq.m.	*sq.m.*	*sq.m.*	*sq.m.*	*sq.m.*
Completed properties						
Golden Wheel International Plaza	Nanjing	11,341	98,031	98,031	1,716	20,656
Golden Wheel Waltz	Nanjing	2,046	7,995	7,995	56	—
Golden Wheel Building	Nanjing	4,918	27,000	27,000	—	2,509
Golden Wheel Green Garden	Nanjing	10,334	24,147	24,147	—	—
Golden Wheel Star City (Phase I)	Yangzhou	42,803	89,803	89,803	—	5,455
Golden Wheel Star City (Phase II Building No. 11, 12, 13, 15, 16 and 17)	Yangzhou	27,423	84,288	84,288	—	4,272
Golden Wheel Time Square	Zhuzhou	13,501	134,096	134,096	—	1,925
Subtotal/Average		**112,366**	**465,360**	**465,360**	**1,772**	**34,817**
Properties under development						
Nanjing Jade Garden	Nanjing	7,212	29,976	29,976	—	7,240
Golden Wheel Star Plaza	Nanjing	29,540	70,396	70,396	—	14,644
Golden Wheel New Metro	Nanjing	9,218	59,912	59,912	—	12,416
Golden Wheel Star City (Phase II Building No. 10 and 18)	Yangzhou	11,389	33,084	33,084	—	5,663
Subtotal/Average		**57,359**	**193,368**	**193,368**	**—**	**39,963**
Total		**169,725**	**658,728**	**658,728**	**1,772**	**74,780**
Attributable GFA (sq.m.)		**169,725**	**658,728**	**658,728**	**1,772**	**74,780**

The following table sets forth a breakdown of saleable GFA and GFA held for investment of the property projects of the Group as of 31 December 2012:

	Saleable GFA																GFA held for investment	
	GFA sold						GFA pre-sold				GFA available for sale							
Project	**Residential**	**Retail**	**Office**	**Hotel-style apartment**	**Carpark**	**Total**	**Residential**	**Office**	**Hotel-style apartment**	**Total**	**Residential**	**Retail**	**Office**	**Hotel-style apartment**	**Carpark**	**Total**	**Retail**	**Total**
	sq.m.	*sq.m.*	*sq.m.*	*sq.m.*	*sq.m.*	*sq.m.*	*sq.m.*	*sq.m.*	*sq.m.*	*sq.m.*	*sq.m.*	*sq.m.*	*sq.m.*	*sq.m.*	*sq.m.*	*sq.m.*	*sq.m.*	*sq.m.*
Completed properties																		
Golden Wheel International Plaza	—	—	28,956	10,298	367	39,621	—	—	—	—	—	—	4,435	—	3,547	7,982	28,056	28,056
Golden Wheel Waltz	—	—	—	5,495	—	5,495	—	—	—	—	—	—	—	—	—	—	2,444	2,444
Golden Wheel Building	14,308	6,849	1,420	—	460	23,037	—	—	—	—	—	—	—	—	238	238	1,216	1,216
Golden Wheel Green Garden	23,126	—	—	—	—	23,126	—	—	—	—	—	—	—	—	—	—	1,021	1,021
Golden Wheel Star City (Phase I)	72,312	—	—	—	2,683	74,995	—	—	—	—	510	1,169	—	1,403	6,271	9,353	—	—
Golden Wheel Star City (Phase II Buildings No. 11, 12, 13, 15, 16 and 17)	59,405	—	—	—	—	59,405	1,459	—	—	1,459	19,152	—	—	—	—	19,152[11]	—	—
Golden Wheel Time Square	63,463	14,018	—	—	—	77,481	6,157	—	—	6,157	2,724	1,937	—	—	12,666	17,327	31,205	31,205
Subtotal	232,614	20,867	30,376	15,793	3,510	303,160	7,616	—	—	7,616	22,386	3,106	4,435	1,403	22,722	54,052	63,942	63,942
Properties under development																		
Nanjing Jade Garden	—	—	—	—	—	—	13,161	—	—	13,161	2,928	4,968	—	—	1,679	9,575	—	—
Golden Wheel Star Plaza	—	—	—	—	—	—	—	—	—	—	—	13,135	21,435	18,600	2,582	55,752	—	—
Golden Wheel New Metro	—	—	—	—	—	—	—	3,859	3,439	7,298	—	—	7,860	11,700	2,201	21,761	18,437	18,437
Golden Wheel Star City (Phase II Buildings No. 10 and 18)	—	—	—	—	—	—	—	—	—	—	—	4,972	—	22,449	—	27,421	—	—
Subtotal	—	—	—	—	—	—	13,161	3,859	3,439	20,459	2,928	23,075	29,295	52,740	6,462	114,509	18,437	18,437
Total	232,614	20,867	30,376	15,793	3,510	303,160	20,777	3,859	3,439	28,075	25,314	26,181	33,730	54,152	29,184	168,561	82,379	82,379
Attributable GFA (sq.m.)	232,614	20,867	30,376	15,793	3,510	303,160	20,777	3,859	3,439	28,075	25,314	26,181	33,730	54,152	29,184	168,561	82,379	82,379

Notes:

(1) "Total GFA" of completed properties represents the GFA provided in surveying reports or the proof of examination and acceptance of completion by the relevant governmental authorities; "Total GFA" of properties under development is based on land surveyor's estimates and/or planning permits.

(2) "Non-saleable GFA" of properties includes the GFA of certain underground civil defense area used as car parking spaces and other ancillary facilities.

The investment properties primarily consist of shopping malls. The following table sets forth an overview of the completed investment properties of the Group:

Project	Total GFA held for investment	Leasable areas as of 31 December 2012	Effective leased area as of 31 December 2012	Occupancy rate as of 31 December 2012 (1)	Weighted average lease expiry term as of 31 December 2012	Total rental income for the year ended 31 December 2012 (2)	Effective average rental price for the year ended 31 December 2012 (3)	Operating lease commitment as of 31 December 2012(4)		
								Within one year	In the second to the fifth year (inclusive)	After the fifth year
	sq.m.	*sq.m.*	*sq.m.*	*%*	*years*	*RMB million*	*RMB/sq.m. per month*		*RMB MILLION*	
Golden Wheel International Plaza	28,056	18,308	18,308	100	4	48.5	221	44	100.2	26.87
Golden Wheel Waltz	2,444	2,203	2,203	100	1.9	7.3	275	3.6	7.9	0.04
Golden Wheel Building(5)	1,216	1,216	1,216	100	8	0.2	33(6)	0.3	1.3	1.0
Golden Wheel Green Garden(5)	1,021	1,021	1,021	100	1.2	0.8	130(7)	0.6	0.3	—
Golden Wheel Time Square	31,205	18,858	16,001	85	3.8	34.5	180	17.2	30.7	—
Total	63,942	41,606	38,749			91.3		65.7	140.4	27.91

Notes:

(1) Occupancy rate is calculated by dividing the effective leased area (which is the leasable area of a project subject to the relevant lease agreements) by the total leasable area (which is determined by us to be leasable and does not include the public or service areas used in common as a whole or those areas used for ancillary purposes) of the project.

(2) Xinjiekou Metro Mall was not included in the table above as it is not owned by the Group. The Group generated property leasing and operational management-related revenue of RMB9.0 million from Xinjiekou Metro Mall for the year ended 31 December 2012.

(3) Effective average rental price is calculated by dividing the rental income of a project by its effective leased area.

(4) Xinjiekou Metro Mall is not included in the table above as it is not owned by the Group. The operating lease commitment of the Xinjiekou Metro Mall as of 31 December 2012 was approximately RMB7.7 million (within one year) and RMB4.4 million (in the second to fifth year (inclusive)), respectively.

(5) The results of operations of Golden Wheel Building and Golden Wheel Green Garden have been included in the financial statements of the Group since 18 June 2012.

(6) The effective average rental of Golden Wheel Building was relatively lower due to the reason that this project was completed in 2003 and all the leasable area of this project has been leased by one tenant with a term of ten years.

(7) The effective average rental of Golden Wheel Green Garden was relatively lower due to the reason that this project was completed in 2002 and it is located in less popular area as compared to the other projects of the Group.

The following table sets forth an overview of the Group's investment properties under development as of 31 December 2012:

Project Name	Total planned GFA held for Investment	Land certificate expiry date	Construction commen-cement date	Expected completion date	Estimated[1] total development costs	Total[2] development costs incurred
	sq.m.	*month/year*	*month/year*	*month/year*	*RMB million*	*RMB million*
Golden Wheel New Metro	18,437	Jul-2049	Aug 2011	Jun 2013	156.1	104.8

Notes:

(1) "Estimated total development costs" represents the sum of "total development costs incurred" and "estimated future development costs".

(2) "Total development costs incurred" represents the sum of "land costs incurred" and "other construction costs incurred".

Acquisition of Subsidiaries

On 18 June 2012, in order to consolidate the equity interest held by Mr. Wong Yam Yin, Mr. Wong Kam Fai, Mr. Wong Kam Keung, Barry and Ms. Hung So Ling (collectively, the "**Wong Family**"), the founding shareholders of the Group, the Group acquired from Wong Family 100% equity interest in Golden Wheel International Corporation. Golden Wheel International Corporation held 100% equity interest in Nanjing Golden Wheel Real Estate which, in turn, held the non-controlling equity interests in Nanjing Jade Golden Wheel and Yangzhou Golden Wheel Real Estate. In addition, Nanjing Golden Wheel Real Estate has developed Golden Wheel Building and Golden Wheel Green Garden and was developing Golden Wheel New Metro. By acquiring Golden Wheel International Corporation (and Nanjing Golden Wheel Real Estate and these three projects as a result thereof), the Group increased its total GFA held for investment and can further increase its rental income in the future.

Recent Development

In January 2013, the Group established a wholly-owned subsidiary, Nanjing Pearl Golden Wheel Limited (南京明珠金輪置業有限公司), for the purpose of developing the Shuanglong Road Project as contemplated under the letter of intent entered with Administration Committee of Jiangning Economic & Technological Development Zone. For details of the project, see "Business — Our Property Projects — Potential Development Projects" in the Prospectus.

In February 2013, the Group established a non wholly-owned subsidiary, Nanjing Golden Wheel Coast Business Management Limited (南京金輪水岸商業管理有限公司) with Nanjing Qin Huai River Construction and Development Company Limited (南京秦淮河建設開發有限公司) ("**Qinhuai River Development Company**"), for the purposes of developing the Nanjing Changhong Road Project as contemplated under certain cooperation agreement. For details of the project, see "Business — Property Leasing and Operational Management — Nanjing Changhong Road Project" in the Prospectus.

As of the date of this announcement, the Group is on schedule in terms of securing the land use rights for the parcels of land under the other letters of intent with relevant governmental authorities and third parties. For details of such letters of intent, see "Business — Our Property Projects — Potential Development Projects" in the Prospectus. As of the date of this announcement, all of the Group's projects under development had commenced pre-sales. For details of such projects, see "Business — Our Property Projects — Projects under Development" in the Prospectus.

FINANCIAL REVIEW

Results of Operations

Revenue

The Group's revenue consists of revenue derived from (i) sale of the Group's developed properties; and (ii) property leasing and operational management. The following table sets forth a breakdown of the Group's revenue and the percentage of total revenue for the years indicated:

	For the year ended 31 December			
	2012		**2011**	
	RMB'000	%	*RMB'000*	%
Property development	863,428	89.6%	444,952	84.8%
Property leasing and operational management	100,289	10.4%	79,543	15.2%
Total	963,717	100%	524,495	100%

The Group's revenue was primarily generated from sale of its developed properties, which amounted to approximately 89.6% and 84.8% of its revenue in 2012 and 2011, respectively, as compared to 10.4% and 15.2% for revenue from its property leasing and operational management business. Revenue from property leasing and operational management increased from RMB79.5 million in 2011 to RMB100.3 million in 2012.

Revenue increased 83.7% from RMB524.5 million in 2011 to RMB963.7 million in 2012, primarily due to an increase in revenue derived from property development business.

- *Property development.* Revenue derived from property development increased from RMB445.0 million in 2011 to RMB863.4 million in 2012. This increase was primarily due to recognition of revenue from the sale of property units at Golden Wheel Time Square and Golden Wheel Star City in 2012. The Group did not recognize any revenue from the sale of properties units at Golden Wheel Time Square in 2011 because the Group did not obtain the proof of examination and acceptance of completion until April 2012.

- *Property leasing and operational management.* Revenue derived from property leasing and operational management business increased from RMB79.5 million in 2011 to RMB100.3 million in 2012. This increase was primarily due to increased effective leased area from Golden Wheel Time Square and increased average rental rates per sq.m. of the Group's commercial properties.

Cost of sales

Cost of sales comprises primarily costs incurred directly for the Group's property development, including land acquisition costs, construction costs, and capitalized finance costs.

Land acquisition costs represent costs relating to the acquisition of the rights to occupy, use and develop land, including land premiums, deed taxes, government surcharges and, for certain urban redevelopment projects, demolition and resettlement costs. The Group's land acquisition costs are recognized as part of cost of sales upon completion and delivery of the relevant properties to purchasers.

Construction costs include all of the costs for the design and construction of a project, including payments to third-party contractors and designers. Payments to third-party contractor generally include cost of construction material. Historically, construction material costs, particularly the cost of steel and cement, has been a major cause of fluctuations in construction costs. Price movements of other construction materials, including escalators, elevators, interior decoration materials and air conditioning systems, also impact the Group's construction costs.

The following table sets forth a breakdown of the Group's cost of sales for the years indicated:

	For the year ended 31 December			
	2012		**2011**	
	RMB'000	%	*RMB'000*	%
Property development				
Land acquisition costs	115,564	24.9%	64,872	22.9%
Construction costs	319,443	68.7%	200,880	70.9%
Capitalized finance costs	15,017	3.2%	8,186	2.9%
Tax expenses	1,966	0.4%	1,804	0.6%
Subtotal	451,990	97.2%	275,742	97.3%
Property leasing and operational management	13,206	2.8%	7,692	2.7%
Total	465,196	100%	283,434	100%

The Group's cost of sales increased from RMB283.4 million in 2011 to RMB465.2 in 2012. This increase was primarily due to an increase in total GFA sold in 2012, as compared to 2011.

For the years ended 31 December 2012 and 2011, the Group's average land acquisition costs/average selling price remained relatively stable at 13.4% and 14.6%, respectively.

Gross profit and gross profit margin

Gross profit increased from RMB241.1 million in 2011 to RMB498.5 million in 2012. Gross profit margin increased from 46.0% in 2011 to 51.7% in 2012 primarily due to the increase in the gross profit margin for property development business.

For the year ended December 2011 and 2012, the gross profit margin for property development business increased from 38.0% to 48.0% primarily due to an increase in the average selling price of properties. For the year ended December 31 2011 and 2012, the gross profit margin for property leasing and operational management business remains relatively stable at 90.4% and 86.8%, respectively.

Other income, expenses, gains and losses

The Group had a net loss of RMB0.6 million for other income, expenses, gains and losses in 2012, while the Group had a net gain of RMB18.6 million in 2011. This was primarily due to its listing expenses of RMB12.8 million.

Selling and marketing expenses

Selling and marketing expenses decreased from RMB14.8 million in 2011 to RMB12.9 million in 2012. This decrease was primarily due to a decrease in advertising and promotional expenses.

Finance costs

Finance costs decreased from RMB6.9 million in 2011 to RMB4.2 million in 2012 primarily due to a decrease in interest expenses not capitalized. The interest expenses on certain loans that the Group obtained in its name and subsequently granted to Nanjing Golden Wheel Real Estate for its property development cannot be capitalized as Nanjing Golden Wheel Real Estate was wholly-owned by the Wong Family and not part of the Group at that time. Upon the completion of the reorganization in June 2012, Nanjing Golden Wheel Real Estate has become one of the Company's wholly-owned subsidiaries and interest expenses on the loans granted to Nanjing Golden Wheel Real Estate have been capitalized since then.

Share of loss of an associate

The Group had share of loss in an associate of RMB1.3 million in 2012. Share of loss in an associate represented its share of loss in Nanjing Pocui, in which the Group acquired a 30% equity interest in 2011.

Administrative expenses

Administrative expenses increased from RMB44.2 million in 2011 to RMB63.1 million in 2012. This increase was due primarily to an increase in staff salaries and benefits in connection with the continued growth of the Group's property development business and depreciation recognized.

Changes in fair value of investment properties

Gains on fair value changes of investment properties decreased from RMB539.9 million in 2011 to RMB81.9 million in 2012. The decrease was primarily due to the timing of the completion of the development of the Group's investment properties as a substantial portion of fair value gain is recognized at the time of such completion. The development of Golden Wheel Time Square was completed in 2011, which had contributed substantially to the Group's fair value gains recorded in 2011. The Group did not complete any investment properties development in 2012.

Taxation

Tax expense decreased from RMB220.0 million in 2011 to RMB213.6 million in 2012. This change was due primarily to a decrease in deferred tax from RMB128.4 million in 2011 to RMB5.1 million in 2012 as a result of a decrease in fair value gains of investment properties, partially offset by an increase in LAT from RMB43.9 million in 2011 to RMB105.5 million in 2012 and an increase in income tax of RMB55.3 million. The Group incurred a larger amount of LAT in 2012 primarily due to an increase in GFA sold. The Group's effective tax rate increased from 30.0% in the year ended 31 December 2011 to 42.9%, in the year ended 31 December 2012, primarily due to the increase of LAT.

Profit for the year attributable to owners of the Company

For the foregoing reasons, profit attributable to owners of the Company decreased from RMB498.5 million in 2011 to RMB276.9 million in 2012.

Profit for the year attributable to non-controlling interests

Profit attributable to non-controlling interests decreased from RMB14.7 million in 2011 to RMB7.9 million in 2012. Non-controlling interests represent the profit or loss after taxation shared by Nanjing Golden Wheel Real Estate, which was then wholly owned by the Wong Family. Nanjing Golden Wheel Real Estate held 7.5% equity interest of Nanjing Jade Golden Wheel and 3.75% equity interest of Yangzhou Golden Wheel Real Estate. On 18 June 2012, the Group acquired from the Wong Family all the equity interest in Nanjing Golden Wheel Real Estate, which then became one of the Company's wholly-owned subsidiaries.

Liquidity and Capital Resources

Cash Position

The Group had cash and bank balances of approximately RMB99 million (2011: RMB197 million) and restricted cash of RMB129 million (2011: RMB16 million) as at 31 December 2012.

Bank and other borrowings

The Group had outstanding bank and other borrowings of approximately RMB502 million as at 31 December 2012 (2011: RMB454 million).

As at 31 December 2012, the Group's net gearing ratio was 10.1% (2011: 11.6%). The net gearing ratio of the Group is calculated by the interest-bearing liabilities net of cash and bank balances and resericted bank deposits and then divided by total owners' equity.

Cost of Borrowings

The Group's average cost of borrowings (calculated by dividing total interest expenses expensed and capitalized by average bank and other borrowings under IFRS during the relevant year) was 6.8% in 2012, versus 7.1% in 2011.

Financial guarantees

The Group provided guarantees to banks in favor of its customers in respect of the mortgage loans provided by the banks to those customers for the purchase of the Group's developed properties. These guarantees provided by the Group to the banks will be released upon receiving the building ownership certificate of the respective properties by the banks from the customers as a pledge for security to the mortgage loans granted. In the opinion of the directors of the Company, the fair value of the financial guarantee contracts at initial recognition is not significant as the default rate is low, and subsequently at each reporting dates it is not probable that the customers would default on repayment to banks.

OUTLOOK

The Group intends to become a leading integrated commercial property developer with a focus on life-style shopping malls with easy access to metro stations or other transportation hubs. To achieve this, the Group will continue to:

- capitalize on its competitive advantages in developing life-style shopping malls and commercial projects in Jiangsu and Hunan Provinces. It also plans to leverage its experience in Jiangsu and Hunan provinces to expand its business operations to second and third-tier cities with metro systems in other provinces in the medium to long-term;

- optimize the Group's tenant mix in order to increase its recurring rental income and reduce its operating risks. It aims to take a flexible and proactive leasing strategy with existing and potential major tenants who it believes will add value to its shopping malls and commercial development;

- maintain a mix of developments for sale and developments for investment purposes. It will continue to strategically retain long-term ownership of selected shopping malls for recurring rental income and long-term financial strength and sell a mix of offices, residential properties, hotel-style apartments and retail properties to provide cash flow to support business development and capital growth;

- maintain a disciplined financial strategy with prudent gearing ratios and steady cash flows. It will continue to actively manage its project construction process to ensure sufficient internal cash for its ongoing capital needs and other financial obligations; and

- expand its property leasing and operational management business. It intends to continue to leverage its experience and reputation in this area and further expand its property leasing and management business of properties owned by third parties. It expects the revenue from this segment will increase as a result of rental price increase and an increase in the GFA of its investment properties as it develops and/or operates additional properties.

EMPLOYEES

As of 31 December 2012, the Group had a total of approximately 300 full-time employees. The Group enters into employment contracts with its employees to cover matters such as position, term of employment, wage, employee benefits and liabilities for breaches and grounds for termination. Remuneration of the Group's employees includes basic salaries, allowances, bonus and other employee benefits.

PROPOSED FINAL DIVIDEND

The Board recommended the payment of a final dividend of RMB 5.55 cents per share for the year ended 31 December 2012 to shareholders whose names appear on the register of members of the Company on Thursday, 23 May 2013. The proposed dividend is subject to the approval of shareholders at the forthcoming annual general meeting to be held on Thursday, 16 May 2013 (the "**2013 AGM**") and, if approved, will be payable on or before 31 May 2013.

CLOSURE OF REGISTER OF MEMBERS

The Company's register of member will be closed from Monday, 13 May 2013 to Thursday, 16 May 2013 (both days inclusive), during which period no transfer of shares of the Company will be effected. In order to qualify for attending the 2013 AGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrars and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration on later than 4:30 p.m. on Friday, 10 May 2013.

The Company's register of member will be closed from Thursday, 23 May 2013 to Friday, 24 May 2013 (both days inclusive), during which period no transfer of shares of the Company will be effected. In order to qualify for the proposed final dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrars and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration on later than 4:30 p.m. on Wednesday, 22 May 2013.

SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained the public float as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") since the Listing Date and up to the date of this announcement (the "**Relevant Period**").

PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the Relevant Period.

CORPORATE GOVERNANCE

The Board and management of the Company are committed to maintaining high standards of corporate governance. The Board firmly believes that conducting the Group's business in an transparent and responsible manner and following good corporate governance practices serve its long-term interests and those of shareholders. The Company has adopted the code provisions set out in the Code of Corporate Governance Practices (the "**Corporate Governance Code**") contained in Appendix 14 to the Listing Rules as its own code to govern its corporate governance practices. The Board will continue to review and monitor the practices of the Company with an aim to maintaining and improving a high standard of corporate governance practices.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuer (the "**Model Code**") set out in Appendix 10 to the Listing Rules as its code of conduct regarding Directors' securities transactions. Upon specific enquiry, all directors confirmed that they have complied with the Model Code during the Relevant Period.

REVIEW OF FINANCIAL STATEMENTS

Audit Committee

The Board has set up an audit committee which comprises three independent non-executive directors, namely, Ms. Howe Sau Man (chairwoman), Mr. Hui Yan Moon and Mr. Lie Tak Sen. The audit committee has reviewed the remuneration and independence of the auditor of the Company, Deloitte Douche Tohmatsu, and recommended the Board to re-appoint Deloitte Touche Tohmatsu as the Company's auditors for 2013, which is subject to the approval of the shareholders of the Company at the 2013 AGM.

The audit committee has reviewed, together with the management and the auditor, the accounting principles and practices adopted by the Group, the consolidated financial statements of the Group for the year ended 31 December 2012 and other auditing, internal control and financial reporting matters.

Scope of Work of Deloitte Touche Tohmatsu

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of comprehensive income and the related notes thereto for the year ended 31 December 2012 as set out in this announcement have been agreed by the Group's auditors, Deloitte Touche Tohmatsu, to the amounts set out in the Group's audited consolidated financial statements for the year.

The work performed by Deloitte Touche Tohmatsu in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressed by Deloitte Touche Tohmatsu on this announcement.

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

Hong Kong, 11 March 2013

This announcement is published on the designated issuer website of the Stock Exchange (www.hkexnews.com.hk) and the website of the Company (www.gwtd.com.hk). The Group's 2012 Annual Report containing all the information required by the Listing Rules will be despatched to shareholders and made available on the above websites in due course.

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, Mr. Janata David and Mr. Chan Wai Kin as executive Directors; Mr. Suwita Janata and Mr. Gunawan Kiky as non-executive Directors; Mr. Hui Yan Moon, Mr. Wong Ying Loi, Ms. Howe Sau Man and Mr. Lie Tak Sen as independent non-executive Directors.