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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)

PROFIT ALERT AND INSIDE INFORMATION

The announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

The Board wishes to inform the Shareholders and potential investors that based on the preliminary review of the unaudited consolidated management accounts of the Group, it is expected that the Group will record a substantial decrease in its total revenue but significant increase in fair value gain in its investment properties for the Period as compared with the corresponding period of 2014. As a result of these combined effects, the profit attributable to owners of the Company for the Period is expected to be comparable with the corresponding period of 2014.

The Board is also pleased to inform the Shareholders and potential investors that the Company is in the process of appointing professional advisers to advise on the process of applying for the Potential Quotation of Nanjing GW Management, an indirect wholly-owned subsidiary of the Company, on the NEEQ (known as "新三板"). The Potential Quotation is at a preliminary discussion stage and there is presently no specific implementation schedule. As at the date of this announcement, no application in relation to the Potential Quotation has been made to the Stock Exchange or NEEQ Co. Ltd. by the Company or Nanjing GW Management respectively. Accordingly, Shareholders and potential investors should be aware that there is no assurance that the Potential Quotation will take place or if it does, the timing thereof.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

This announcement is made by Golden Wheel Tiandi Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**").

PRELIMINARY INTERIM RESULT

The board of directors (the "**Board**") of the Company wishes to inform the shareholders of the Company (the "**Shareholders**") and potential investors that, based on the preliminary review of the unaudited consolidated management accounts of the Group for the six months ended 30 June 2015 (the "**Period**") and currently available information, the Company expects to record a substantial decrease of more than 50% in its total revenue as compared to the corresponding period of 2014. The decrease in total revenue is mainly attributed to the decrease in revenue from property development. Revenue from property leasing is expected to be similar to the corresponding period of 2014. On the other hand, based on a draft valuation report for the Group's investment properties as at 30 June 2015, the Company expects to record a significant increase of more than 50% in the fair value gain of the Group's investment properties as compared to the corresponding period of 2014. As a result of these combined effects, the profit attributable to owners of the Company for the Period is expected to be comparable with the corresponding period of 2014.

The decrease in revenue from property development is mainly due to the fact that the Group did not have new projects completed and delivered during the Period as well as more completed properties for sale were reclassified as investment properties and leased out during the Period. As disclosed in the Company's 2014 annual report, the seven projects that the Group acquired in 2013 and 2014 were scheduled to be completed in 2016 and 2017. There is no change of the expected completion timetable as at the date of this announcement.

The Company is still in the process of finalizing the consolidated interim results of the Group for the Period. The information contained in this announcement is only an assessment by the management of the Company based on currently available information and such information has not been audited or reviewed by the Company's auditors. The consolidated interim results of the Group for the Period are expected to be announced in August 2015. Shareholders and potential investors are advised to read the Company's interim results announcement with care when it is published.

POTENTIAL QUOTATION ON THE NEEQ

The Board is pleased to announce that the Company is in the process of appointing professional advisers to advise on the process of applying for a potential quotation and open transfer (the "**Potential Quotation**") of the shares of Nanjing Golden Wheel Business Management Company Limited ("**Nanjing GW Management**") on the National Equities Exchange and Quotations System (the "**NEEQ**") in the People's Republic of China (the "**PRC**"). The NEEQ is known as 新三板 (The New Third Board*), a national over-the-counter market in the PRC regulated by China Securities Regulatory Commission, and managed by 全國中小企業股份轉讓系統有限責任公司 (National Equities Exchange and Quotations Co. Ltd.*) ("**NEEQ Co. Ltd.**"), which serves as a platform for the sale of existing shares or directed share placings for small and medium-sized enterprises.

Nanjing GW Management is indirectly 100% held by the Company and is principally engaged in the leasing and operational property management in the PRC. Nanjing GW Management is currently operating leasing and operational management business in 14 metro stations in four cities namely Nanjing, Wuxi, Suzhou and Changsha in the PRC. In July 2015, Nanjing GW Management has signed a memorandum of understanding with 長沙市軌道交通實業有限公司 (Changsha Metro Company Ltd.*) regarding the leasing and operational management business of a number of metro stations in Changsha with leasable area over 40,000 square meters.

The Potential Quotation is at a preliminary discussion stage and there is presently no specific implementation schedule. As at the date of this announcement, no application in relation to the Potential Quotation has been made to The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or NEEQ Co. Ltd. by the Company or Nanjing GW Management.

The implementation of the Potential Quotation will be subject to, among other things, the approvals of the Stock Exchange and NEEQ Co. Ltd.. Accordingly, Shareholders and potential investors should be aware that there is no assurance that the Potential Quotation will take place or if it does, the timing thereof. The Company will make such further announcement(s) in relation to the Potential Quotation as and when appropriate as required pursuant to the Listing Rules.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 31 July 2015

As at the date of this announcement, the Board consists of 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. Hui Yan Moon, Mr. Wong Ying Loi, Ms. Howe Sau Man and Mr. Lie Tak Sen as Independent Non-Executive Directors.

* *For identification purposes only*