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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)

**RMB300 MILLION
10.8% SENIOR NOTES DUE 2017
ISSUE PRICE PER NOTE: 100%
(THE “NOTES”, STOCK CODE: 85709)**

PURCHASE AND CANCELLATION OF SENIOR NOTES

This announcement is made by Golden Wheel Tiandi Holdings Company Limited (the “Company”) pursuant to Rule 37.48(a) of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited. Reference is made to the announcements of the Company dated 9 December 2014 and 16 December 2014 regarding the issue of the 10.8 per cent senior notes due 2017 in the principal amount of RMB300,000,000 by the Company (the “Announcements”). Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcements.

The Company announces that on 9 December 2015, it has purchased part of the Notes in the amount of RMB65,000,000 (the “Purchased Notes”) out of cash from internal resources, representing approximately 21.7% of the original principal amount of the Notes of RMB300,000,000.

All the Purchased Notes would be cancelled by the removal of the relevant noteholder(s)’s name(s) from the relevant register and cancellation of the corresponding certificates. After cancellation of the Purchased Notes, the aggregate principal amount of the Notes which remains outstanding and subject to the terms of the indenture governing the Notes would be RMB235,000,000.

The Company maintains a healthy level of working capital and cash flow, the Board considers that the purchase of the Notes would reduce the future financial expenses, lower the gearing level of the Company while not affecting the Group’s day-to-day operations or growth; and hence the purchase is in the interest of the Company and its shareholders as a whole.

The Company may or may not purchase further Notes in the future. Noteholders and potential investors should note that any purchase of the Notes from time to time by the Company will be at the Board’s sole and absolute discretion. There is no assurance of the timing, amount or price of any purchase of the Notes or whether the Company will make any further purchase at all. Noteholders and potential investors should therefore exercise caution when dealing in any Notes.

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

Hong Kong, 9 December 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.