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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)

VOLUNTARY ANNOUNCEMENT

ACQUISITION OF THE SALE SHARES AND THE SALE LOANS

This is a voluntary announcement made by Golden Wheel Tiandi Holdings Company Limited (金輪天地控股有限公司) (the “**Company**”, together with its subsidiaries, the “**Group**”). The board of directors of the Company (the “**Directors**”) is pleased to announce that on 5 February 2018 (after trading hours), Golden Wheel Jasper Company Limited, a direct wholly-owned subsidiary of the Company incorporated in British Virgin Islands (the “**BVI**”) with limited liability, entered into a provisional agreement for the sale and purchase agreement (the “**Provisional Agreement**”) with Remarkable Developments Limited, a company incorporated in the BVI and a subsidiary of the Guarantor (as defined below), as vendor (the “**Vendor**”) and CSI Properties Limited (the “**Guarantor**”), a company incorporated in the Bermuda whose shares are listed on the Stock Exchange of Hong Kong Limited (stock code: 497) and an independent third party of the Company, as guarantor in relation to the acquisition of entire issued share capital (the “**Sale Shares**”) in and all shareholders’ loan (the “**Sale Loans**”) due from Winner Year Limited, a company incorporated in the BVI (the “**Target Company**”, together with its wholly-owned subsidiary, the “**Subsidiary**”, collectively the “**Target Group**”) at a total consideration of HK\$843,800,000 (subject to adjustment, the “**Consideration**”), which was agreed by the parties after arm’s length negotiation.

The Subsidiary is the legal and beneficial owner of the land parcel which is situated at Nos. 68 and 70 Electric Road and Nos. 2C and 2D Lau Li Street, Hong Kong (the “**Land Parcel**”). The Land Parcel is located close to Tin Hau MTR station. The Land Parcel is planned to be re-developed into a commercial building of 25 storeys with a total gross floor area of approximately 51,975 square feet in accordance with the general buildings plan approved by the Building Authority.

According to the Provisional Agreement, HK\$20,000,000 has been paid by the Purchaser upon the signing of the Provisional Agreement as deposit. A further deposit and part payment of the Consideration in the sum of HK\$64,380,000 shall be paid to the Vendor on or before 29 March 2018. Subject to the satisfaction or waiver of the conditions precedent set out in the formal agreement, the completion (the “**Completion**”) shall take place on or before 13 July 2018 and the remaining balance of the Consideration will be paid upon the Completion. The Consideration will be funded by internal resources of the Group.

The Group is an integrated commercial and residential property developer, owner and operator. The principal activities of the Group are property development and property leasing in the PRC, including of leasing of self-owned properties and sub-lease of rented properties, hotel operations and management in the PRC.

In view of the location and the designated use of the Land Parcel, the Directors consider that the acquisition of the Land Parcel is in line with the business development strategy and plan of the Group. The Directors further consider that the acquisition is a revenue nature transaction, and is carried in the ordinary course of business and are on normal commercial terms which are fair and reasonable and in the interests of the shareholders of the Company as a whole.

This announcement is made by the Company on a voluntary basis and does not constitute a transaction discloseable under Chapter 14 or Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the Company.

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

Hong Kong, 5 February 2018

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.