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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)

**FINAL RESULTS OF TENDER OFFER FOR
THE OUTSTANDING 7.00% SENIOR NOTES
DUE 2021 OF THE COMPANY**

Reference is made to the announcements made by the Company on June 29, 2020 and June 30, 2020 in relation to the Tender Offer (collectively, the “**Tender Offer Announcements**”). Capitalized terms used in this announcement but not otherwise defined herein shall have the same meanings as those defined in the Tender Offer Announcements.

RESULTS OF THE TENDER OFFER

The Company announces today the results of its offer (the “**Tender Offer**”) to purchase its outstanding Notes from the Noteholders. The Tender Offer expired on 5:00 p.m., Central European Time (CET), on July 9, 2020 (the “**Expiration Date**”).

The Tender Offer was made upon the terms and conditions of the tender offer memorandum dated June 29, 2020 (the “**Tender Offer Memorandum**”).

The Company hereby announces that, subject to the conditions set forth in the Tender Offer Memorandum, the aggregate amount of Notes validly tendered pursuant to the Tender Offer was US\$172,779,000, US\$119,992,000 of which shall be accepted for repurchase.

Description of the notes	Outstanding Principal Amount ⁽¹⁾	ISIN/Common Code	Aggregate Principal Amount Accepted	Aggregate Principal Amount Outstanding Following the Completion of the Tender Offer	Purchase Price per US\$1,000
7.00% Senior Notes due 2021	US\$296,062,000	XS1751017218/ 175101721	US\$119,992,000	US\$176,070,000	US\$995.0

⁽¹⁾ The Tender Offer of the Notes being made pursuant to the Tender Offer Memorandum is only being made pursuant to Regulation S under the Securities Act.

The Company confirms that any positions of the Notes validly tendered pursuant to the Tender Offer, where, after proration, if, either (i) the position that would have been accepted for tender did not meet the minimum denomination amount, or (ii) the position that would have been returned back to the Holder did not meet the minimum denomination amount (such amount being US\$200,000, such tendered position was accepted in full).

If neither (i) nor (ii) applied to a tendered position, such tendered position was prorated by applying the scaling factor.

The Company reserves the right, in its sole discretion, to waive any and all conditions under the Tender Offer Memorandum. There can be no assurance that the Company will be able to satisfy the conditions.

The Tender Offer is expected to settle no later than July 13, 2020 and all payments for Notes validly tendered (and not validly withdrawn) at or prior to the Expiration Date and accepted for purchase will be made no later than July 13, 2020 (the “**Payment Date**”).

The Company is commencing the Tender Offer as part of a refinancing transaction (the “**Refinancing**”) pursuant to which the Company has issued (the “**New Notes Issuance**”), on June 29, 2020, new 14.25% senior notes bearing a maturity date of January 9, 2023 (the “**New Notes**”). The net proceeds of the New Notes, will be used, among other things, to complete the Refinancing, including the purchase of Notes pursuant to the Tender Offer.

The Tender Offer is conditioned, amongst other conditions, on the Financing Condition. The Financing Condition is the issuance by the Company of the New Notes, on or prior to the Payment Date, on terms and conditions reasonably satisfactory to the Company. As of the date of this announcement, such condition has currently been met.

Following the completion of the Tender Offer, all of the Notes accepted for repurchase will be cancelled and the outstanding aggregate principal amount of the Notes after such cancellation will be US\$176,070,000.

Tender Offer Information

The Company has retained BOCI Asia Limited as the Dealer Manager and D.F. King Ltd. as the Information and Tender Agent in relation to the Tender Offer.

All documentation regarding the Tender Offer, together with any updates, are available via the Tender Offer website: <https://sites.dfkingltd.com/goldenwheel>.

Requests for information in relation to the Tender Offer should be directed to:

THE DEALER MANAGER

BOCI Asia Limited

26/F, Bank of China Tower 1 Garden Road

Central, Hong Kong

Attn: Head of Debt Capital Markets

Tel: +852 3988 6910

Any questions or request for copies of the Tender Offer Memorandum or its related documents should be directed to the Information and Tender Agent:

THE INFORMATION AND TENDER AGENT

D.F. King Ltd.

In London:

65 Gresham Street

London, EC2V 7NQ

United Kingdom

Telephone: +44 20 7920 9700

In Hong Kong:

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Tender Offer Website: <https://sites.dfkingltd.com/goldenwheel>

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

Hong Kong, July 10, 2020

As at the date of this announcement, the Board of Directors of the Company 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. Wong Ying Loi, Mr. Lie Tak Sen, Mr. Wong Cho Kei, Bonnie and Mr. Li Sze Keung as Independent Non-executive Directors.