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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)

RESULTS OF THE EXCHANGE OFFER FOR OUTSTANDING SENIOR NOTES

- (i) 12.95% SENIOR NOTES DUE 2022**
(ISIN (Reg S): XS2100655807,
Common Code (Reg S): 210065580)
(Stock Code: 40111)

- (ii) 14.25% SENIOR NOTES DUE 2023**
(ISIN (Reg S): XS2199251823,
Common Code (Reg S): 219925182)

Reference is made to the announcement of the Company dated May 31, 2021 in respect of the Exchange Offer for Old Notes (the “Announcement”). Unless the context herein defines otherwise, capitalized terms used in this announcement shall have the same meanings as defined in the Announcement.

The Exchange Offer expired at 4:00 p.m. London time, on June 8, 2021.

The Company is pleased to announce that, as of the Exchange Expiration Deadline:

- (i) US\$74,494,000 of the Existing 2022 Notes, representing 37.25% of the total aggregate principal amount of the outstanding Existing 2022 Notes, has been validly tendered for exchange pursuant to the Exchange Offer; and
- (ii) US\$119,115,000 of the Existing 2023 Notes, representing 46.71% of the total aggregate principal amount of the outstanding Existing 2023 Notes, has been validly tendered for exchange pursuant to the Exchange Offer.

Since the aggregate principal amount of the Existing 2022 Notes validly tendered did not exceed the Aggregate Maximum Acceptance Amount of US\$145 million, we will accept for exchange of the Existing 2023 Notes validly tendered on a pro rata basis.

With respect to the Old Notes tendered for exchange, subject to the fulfillment or waiver of the conditions precedent to the Exchange Offer and taking into account the Exchange Consideration under the Exchange Offer, the Company expects to issue US\$144,999,000 of the New Notes pursuant to the Exchange Offer. The interest rate of the New Notes is 16.0% and the interest will be paid on December 11, 2021, June 11, 2022, December 11, 2022 and July 11, 2023.

Other terms and conditions of the Exchange Offer remain the same as announced in the Announcement. Eligible Holders should note that the issuance of the New Notes under the Exchange Offer remains subject to the fulfillment or waiver of the conditions precedent to the Exchange Offer.

The Company has mandated BOCI Asia Limited and Guotai Junan International as Dealer Managers in relation to the Exchange Offer. The Company has also mandated D.F. King Ltd as Information and Exchange Agent for the Exchange Offer.

GENERAL

The New Notes have not been registered under the U.S. Securities Act, or the securities laws of any state and may not be offered or sold in the United States absent registration or an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. This announcement is not an offer to sell or a solicitation of an offer to buy securities and neither this announcement nor anything herein forms

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

Hong Kong, June 9, 2021

As at the date of this announcement, the executive Directors are Mr. Wong Yam Yin, Mr. Wong Kam Fai, Mr. Wong Kam Keung, Barry, Mr. Tjie Tjin Fung and Mr. Janata David, the non-executive Directors are Mr. Suwita Janata and Mr. Gunawan Kiky and the independent non-executive Directors are Mr. Wong Ying Loi, Mr. Lie Tak Sen, Mr. Wong Cho Kei, Bonnie and Mr. Li Sze Keung.