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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)

**12.95% Senior Notes due 2022 (ISIN: XS2100655807)
(Stock Code: 40111)**

14.25% Senior Notes due 2023 (ISIN: XS2199251823)

16.0% Senior Notes due 2023 (ISIN: XS2348197554)

INSIDE INFORMATION

This announcement is made by Golden Wheel Tiandi Holdings Company Limited (the “**Company**”) pursuant to Rules 13.09(2), 37.47(B) and 37.47E(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the inside information provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to (i) the Company's 12.95% Senior Notes due 2022 (ISIN: XS2100655807) with outstanding principal amount of US\$121,506,000 ("**12.95% Senior Notes due 2022**"); (ii) the Company's 14.25% Senior Notes due 2023 (ISIN: XS2199251823) with outstanding principal amount of US\$178,495,000 ("**14.25% Senior Notes due 2023**"); and (iii) the Company's 16.0% Senior Notes due 2023 (ISIN: XS2348197554) with outstanding principal amount of US\$144,999,000 ("**16.0% Senior Notes due 2023**", and together with the 12.95% Senior Notes due 2022 and 14.25% Senior Notes due 2023, the "**Existing Notes**").

Reference is also made to the announcements of the Company dated 6 December 2021, 10 December 2021, 21 December 2021 and 31 December 2021 (the "**31 December Announcement**") (together, the "**Announcements**"). Unless otherwise stated, capitalised terms used in this announcement shall have the same meaning as ascribed thereto in the RSA (as defined in the 21 December Announcement) or the Announcements (as applicable).

STRONG SUPPORT FOR THE PROPOSED RESTRUCTURING FROM HOLDERS REPRESENTING MORE THAN 85% OF THE AGGREGATE OUTSTANDING PRINCIPAL AMOUNT OF THE EXISTING NOTES, WHICH REPRESENTS MORE THAN THE 75% VALUE THRESHOLD REQUIRED UNDER THE CAYMAN SCHEME AND WILL ENABLE THE COMPANY TO EXTEND THE MATURITY PROFILE OF THE EXISTING NOTES PURSUANT TO THE CAYMAN SCHEME

Further to the 31 December Announcement, the Company is pleased to announce that it has obtained further support from the Existing Noteholders for the Proposed Restructuring and as of 5.00 p.m. Hong Kong time on 14 January 2022 (i.e. the General RSA Fee Deadline), Existing Noteholders representing more than 85% of the aggregate outstanding principal amount of all three series of the Existing Notes and more than 80% of the aggregate outstanding principal amount of each series of the Existing Notes ("**Consenting Creditors**") have duly executed, or have duly acceded to, the RSA, and in each case, are bound by the terms of the RSA. As noted in the 31 December Announcement, the overwhelming support received by the Company for the Proposed Restructuring marks a major milestone achievement for the success of the Proposed Restructuring, and represents more than the 75% Value Threshold required under the Cayman Scheme and will enable the Company to extend the maturity profile of the Existing Notes pursuant to the Cayman Scheme.

The Company would like to express its gratitude to and is very pleased with the swift move and approval by the overwhelming majority of Existing Noteholders and cordially invites each holder of the remaining Existing Notes to accede to the RSA as soon as possible. As noted in the 31 December Announcement, the Cayman Scheme (once approved at the Scheme Meeting, sanctioned by the Cayman Court and registered with the registrar of companies in the Cayman Islands) will be binding upon all the Existing Noteholders.

The Company is striving to make the requisite applications with the Cayman Court in respect of the Cayman Scheme as soon as possible and will issue further announcement(s) to provide updates on the above and other relevant matters as and when appropriate.

CONTACT DETAILS

The remaining Existing Noteholders are encouraged to accede to the RSA as soon as possible and may direct any requests for information in respect of the Proposed Restructuring to the Company's joint financial advisors or legal advisor, or to the Information Agent (see contact details below):

Joint Financial Advisors

Guotai Junan Securities (Hong Kong) Limited

Address: 27/F, Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong

Phone: (852) 2509 5465

Email: dcm.ferris@gtjas.com.hk

Alvarez & Marsal Corporate Finance Limited

Address: Room 405-7, 4/F, St. George's Building, 2 Ice House Street, Central, Hong Kong

Phone: (852) 3102 2600

Email: ProjectFerris@alvarezandmarsal.com

Legal Advisor

Linklaters

Address: 11th Floor, Alexandra House, Chater Road, Hong Kong SAR

Phone: (852) 2842 4888

Email: dlprojectferris@linklaters.com

Information Agent

D.F. King Ltd.

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

Email: goldenwheel@dfkingltd.com

Attention: D.F. King Debt Team

Phone: Hong Kong: (852) 3953 7231/London: (44) 20 7920 9700

Shareholders, Existing Noteholders and potential investors should note that the successful implementation of the Proposed Restructuring is still subject to certain legal procedures under the Cayman laws, including the Cayman Scheme being approved at the Scheme Meeting and sanctioned by the Cayman Court as well as the satisfaction or waiver of any condition precedents in respect of the Cayman Scheme. Shareholders, Existing Noteholders and potential investors are advised to exercise caution when dealing in the securities of the Company or the Existing Notes.

By Order of the Board

Golden Wheel Tiandi Holdings Company Limited

Wong Yam Yin

Chairman

Hong Kong, 14 January 2022

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.