

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness, and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities referred to herein. This announcement is not an offer of securities of the Company for sale, or the solicitation of an offer to buy securities of the Company, in the United States. The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the “Securities Act”), or any state securities laws of the United States, and may not be offered or sold within the United States except pursuant to an exemption under, or in a transaction not subject to, the Securities Act. This announcement and the information contained herein are not for distribution, directly or indirectly, in or into the United States or to U.S. persons. No public offer of the securities referred to herein is being or will be made in the United States.



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)

NOTICE OF SCHEME MEETING
IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION
CAUSE NO. FSD 16 OF 2022 (IKJ)
IN THE MATTER OF SECTION 86 OF THE
COMPANIES ACT (2022 REVISION)
AND
IN THE MATTER OF GOLDEN WHEEL TIANDI HOLDINGS
COMPANY LIMITED (金輪天地控股有限公司)

This announcement is made by Golden Wheel Tiandi Holdings Company Limited (金輪天地控股有限公司) (the “Company”) pursuant to Rules 13.09(2) and 37.47(B) 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).

Unless otherwise defined herein, terms used in this Notice have the same meanings as in the explanatory statement (the “**Explanatory Statement**”) relating to the proposed scheme of arrangement between the Company and the Scheme Creditors (as defined therein) under section 86 of the Companies Act (2022 Revision) (the “**Scheme**”).

NOTICE IS HEREBY GIVEN that, by an order made on 24 February 2022 (the “**Cayman Convening Order**”), the Grand Court of the Cayman Islands (the “**Court**”) has directed that a meeting of Scheme Creditors (the “**Scheme Meeting**”) be convened for the purposes of considering and, if thought fit, approving the Scheme (with or without modification, addition or condition approved or imposed by the Court).

The Scheme Meeting will be held at the office of Conyers Dill & Pearman LLP at SIX, 2nd Floor, Cricket Square, George Town, Grand Cayman, Cayman Islands, with any adjournment as may be appropriate, commencing at 8 p.m. Hong Kong time on 30 March 2022, the equivalent time being 7 a.m. Cayman Islands time on 30 March 2022 (subject to applicable COVID-19 restrictions, policies or guidance then in force, and in which case any changes in arrangements relating to the Scheme Meeting shall be communicated to Scheme Creditors in advance of the Scheme Meeting on the Scheme Website and by a public announcement published on The Stock Exchange of Hong Kong Limited). Scheme Creditors will be able to attend the Scheme Meeting either in person, by a duly authorised representative (if a corporation) or by proxy. Scheme Creditors will also be able to attend the Scheme Meeting by video conference using dial-in details which may be obtained on request from the Information Agent; therefore references to attending the Scheme Meeting in person in this Notice should, as appropriate, be read as including joining such video conference.

Telephone conference facilities will also be made available to Scheme Creditors upon request to the Information Agent allowing Scheme Creditors to listen in to the Scheme Meeting and to ask questions (but not to cast their vote).

Scheme Creditors may vote in person (or, if a corporation, appoint a duly authorised representative) or appoint proxies to vote in their place. A Scheme Creditor should indicate whether it wishes to attend and vote at the Scheme Meeting in person (or if a corporation, by a duly authorised representative), or to appoint a proxy to vote on its behalf at the Scheme Meeting in Part 2 (Voting and Appointment of Proxy) of the Account Holder Letter. For the avoidance of doubt, Scheme Creditors, their duly authorised representatives (if a corporation), or their proxies will not be able to cast their vote at the Scheme Meeting should they attend the Scheme Meeting via teleconference rather than in person.

Neither the Existing Notes Common Depositary (including any nominee(s) of the Existing Notes Common Depositary as registered holders of the Existing Notes) nor the Existing Notes Trustee are expected to vote in respect of the Existing Notes at the Scheme Meeting.

In order to vote on the Scheme and attend the Scheme Meeting (in person, by a duly authorised representative (if a corporation) or by proxy), a Scheme Creditor must ensure that (i) a Custody Instruction is submitted on its behalf by the **Custody Instruction Deadline** (being 11 p.m. Hong Kong time on 24 March 2022, the equivalent being 10 a.m. Cayman Islands time on 24 March 2022) (in accordance with the instructions set out in the Account Holder Letter and Solicitation Packet), and (ii) the Account Holder Letter, including in particular Part 1 and Part 2 of the Account Holder Letter, have been duly completed and submitted to and received by the Information Agent via the Scheme Website (in accordance with the instructions set out in the Account Holder Letter and Solicitation Packet) by no later than the **Voting Instruction Deadline** (being 11 p.m. Hong Kong time on 28 March 2022, the equivalent being 10 a.m. Cayman Islands time on 28 March 2022).

Each Scheme Creditor (or, if a corporation, its duly authorised representative) or its proxy intending to attend the Scheme Meeting in person at the office of Conyers Dill & Pearman LLP at SIX, 2nd Floor, Cricket Square, George Town, Grand Cayman, Cayman Islands: (i) will be required to register its attendance at the Scheme Meeting no later than one hour prior to the scheduled start time of the Scheme Meeting. Registration at the Scheme Meeting will commence at 7 p.m. Hong Kong time on 30 March 2022, the equivalent being 6 a.m. Cayman Islands time on 30 March 2022; and (ii) must produce a duplicate copy of the Account Holder Letter validly completed and submitted by or on behalf of that Scheme Creditor together with evidence of corporate authority (in the case of a corporation) (for example, a valid power of attorney and/or board resolutions) and evidence of personal identity (being a valid original passport or other original government-issued photographic identification) at the registration desk. If the appropriate personal identification and authorisation evidence is not produced, that person may not be permitted to attend, or vote at, the Scheme Meeting. If a Scheme Creditor appoints the Chairperson as its proxy, there is no need for the Chairperson to take the Account Holder Letter to the Scheme Meeting.

A Scheme Creditor who has indicated in the Account Holder Letter that it wishes to attend the Scheme Meeting in person or by proxy and has subsequently confirmed to the Information Agent that it wishes to attend the Scheme Meeting via video conference will be sent instructions for attending the Scheme Meeting from the Information Agent to the contact information provided in the Account Holder Letter, upon the Information Agent (on behalf of and in consultation with the Company) being satisfied that the Scheme Creditor and/or the representative requesting the same has provided evidence of its identity and/or its authority to represent the Scheme Creditor at the Scheme Meeting.

Copies of the Scheme, the Explanatory Statement and the Solicitation Packet (including the Account Holder Letter to be completed by all Scheme Creditors) are available to download from the Scheme Website (<https://sites.dfkingltd.com/goldenwheel>).

Pursuant to the Cayman Convening Order, the Court has appointed Cora Miller of Conyers Dill & Pearman LLP, or, failing her, another representative of Conyers Dill & Pearman LLP to act as the Chairperson of the Scheme Meeting and has directed the Chairperson, in their capacity as the Chairperson of the Scheme Meeting, to report the results of the Scheme Meeting to the Court within seven (7) days of the date of the Scheme Meeting. The results of the Scheme Meeting will also be made available on the Scheme Website and will be the subject of a public announcement to be published on The Stock Exchange of Hong Kong Limited.

The Scheme will be subject to the subsequent approval and sanction of the Court. The Scheme Sanction Hearing is presently scheduled to take place at 10 a.m. Cayman Islands time on 4 April 2022, the equivalent being 11 p.m. Hong Kong time on 4 April 2022. Any Scheme Creditor is entitled (but not obliged) to attend the Scheme Sanction Hearing, through legal counsel, to support or oppose the sanction of the Scheme.

For further information, please contact the Information Agent, the Company's joint financial advisors or legal advisor, in each case, using the contact details below:

Information Agent

D.F. King Ltd.

Address:

In Hong Kong: Suite 1601, Level 16, Central Tower, 28 Queen's Road Central, Central, Hong Kong

In London: 65 Gresham Street, London EC2V 7NQ

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

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

Email: goldenwheel@dfkingltd.com

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

Shareholders, Existing Noteholders and potential investors should note that the successful implementation of the proposed Restructuring is still subject to certain legal procedures under Cayman laws, including the Scheme being approved at the Scheme Meeting and sanctioned by the Court as well as the satisfaction or waiver of any condition precedents in respect of the 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, 2 March 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.