

*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)**

**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 (the “**Listing Rules**”) and the inside information provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is also made to the announcements of the Company dated 6 December 2021, 10 December 2021, 21 December 2021 (the “**21 December Announcement**”), 31 December 2021, 3 January 2022, 14 January 2021 (the “**14 January Announcement**”), 2 March 2022 (the “**2 March Announcement**”) and 10 March 2022 (the “**10 March Announcement**”) (together, the “**Announcements**”). Unless otherwise stated, capitalised terms used in this announcement shall have the same meaning as ascribed thereto in the Announcements (as applicable).

The Company noted misunderstandings circulated on certain media platforms about the Company’s 10 March Announcement and hereby clarifies:

Due to adverse macroeconomic conditions in China’s real estate sector and the continuing regional outbreaks of COVID-19 in China since July 2021, in order to address indebtedness under the outstanding USD Existing Notes in a holistic manner and as noted in the 21 December Announcement, the Company has launched the Proposed Restructuring and the Cayman Scheme in respect of the USD Existing Notes. The Company’s Proposed Restructuring and the Cayman Scheme are being implemented smoothly and steadily in accordance with the timetable. As noted in the 14 January Announcement, the Company has obtained strong support for the Proposed Restructuring and the Cayman Scheme from holders representing more than 85% of the aggregate principal amount of the Existing Notes (the “**Consenting Creditors**”) who have duly executed the RSA. Consenting Creditors’ support represents more than the 75% Value Threshold required under the Cayman Scheme. Pursuant to the RSA, each Consenting Creditor shall vote in favour of the Proposed Restructuring and the Cayman Scheme in respect of the Existing Notes in which it holds. As noted in the 2 March Announcement, the Cayman Court granted an order on 24 February 2022 that a Scheme Meeting in respect of the Cayman Scheme be convened by the Company on 30 March 2022. Given that the Consenting Creditors’ support exceeds the Value Threshold, the Company is confident that the Proposed Restructuring and the Cayman Scheme will likely be approved by the creditors at the Scheme Meeting to be held on 30 March 2022.

The Company wishes to clarify that:

1. “Delisting” referred to in the 10 March Announcement relates to the 12.95% Senior Notes due 2022 only, which are currently listed on the Hong Kong Stock Exchange Limited. The Company’s listing status on the Hong Kong Stock Exchange Limited will not be affected, nor will its operations.

2. The 12.95% Senior Notes due 2022 will be delisted from The Stock Exchange of Hong Kong Limited following its maturity on 14 March 2022. Once the Proposed Restructuring and the Cayman Scheme become effective, the Existing Notes (including the 12.95% Senior Notes due 2022) will be cancelled and New Notes will be issued. The New Notes are expected to be listed on the Singapore Exchange Securities Trading Limited.

The Company is confident of the successful implementation of the Proposed Restructuring and the Cayman Scheme, pursuant to which the Existing Notes will be restructured. Once the Proposed Restructuring and the Cayman Scheme become effective, the maturity profile of the Existing Notes will be extended by 3 years, which will greatly ease and reduce the debt-servicing pressure on the Company and improve its overall financial conditions.

Holders of the Existing Notes may contact the Information Agent, the Company's joint financial advisors or legal advisor for further information. Their contact details are as follows:

### **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](mailto: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](mailto: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 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 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.*