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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)

**NOTICE OF RESULTS OF THE 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 dated 2 March 2022 (as supplemented by the supplement to the explanatory statement dated 9 March 2022) (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**”).

Reference is made to a notice of Scheme Meeting dated 2 March 2022 issued by the Company to the Scheme Creditors to convene a meeting of Scheme Creditors (the “**Scheme Meeting**”) 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 Company is pleased to announce that at the Scheme Meeting convened and held at the office of Conyers Dill & Pearman LLP at SIX, 2nd Floor, Cricket Square, George Town, Grand Cayman, Cayman Islands, which commenced 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, a total of 250 Scheme Creditors holding Voting Scheme Claims in the aggregate amount of US\$457,192,215.90 participated in the Scheme Meeting with 248 Scheme Creditors holding Voting Scheme Claims in the aggregate amount of US\$455,317,930.48 voting in favour of the Scheme (being a majority in number of the Scheme Creditors attending and voting at the Scheme Meeting either in person or by proxy and representing approximately 99.6% of the total value of the Voting Scheme Claims voted). As such, the Scheme has been approved by the requisite majorities of the Scheme Creditors. The Scheme will be subject to subsequent approval and sanction of the Court. Once the Scheme is made effective and the Restructuring is implemented, the short-term debt-servicing pressure on the Company will be greatly reduced, and the Company’s overall financial condition will be improved.

The Company wishes to announce that it will seek the sanction of the Scheme by the Court at a hearing listed 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 (the “**Scheme Sanction Hearing**”). 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 and should notify the Company and its advisors in advance if it intends to do so.

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:

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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 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, 31 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.