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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)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by Golden Wheel Tiandi Holdings Company Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) in relation to the proposed amendments to the existing amended and restated memorandum of association and the existing articles of association of the Company (the “**Memorandum and Articles of Association**”).

On 1 January 2022, the Listing Rules were amended by, among other things, adopting a uniform set of 14 core standards for shareholder protections for issuers regardless of their place of incorporation set out in Appendix 3 to the Listing Rules. The board of directors of the Company (the “**Board**”) proposes to make certain amendments to the existing Memorandum and Articles of Association to (i) confirm to the core standards for shareholder protections set out in Appendix 3 to the Listing Rules; and (ii) incorporate certain housekeeping amendments (collectively, the “**Proposed Amendments**”). The Board also proposes to adopt the second amended and restated memorandum of association and the amended and restated articles of association of the Company (the “**New Memorandum and Articles of Association**”) in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association.

The Proposed Amendments and the adoption of the New Memorandum and Articles of Association shall be subject to the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) at the forthcoming annual general meeting of the Company to

be convened (the “AGM”). A circular containing, among other things, details of the Proposed Amendments and a notice convening the AGM will be despatched to the Shareholders as soon as practicable.

By Order of the Board
Golden Wheel Tiandi Holdings Company Limited
Wong Yam Yin
Chairman

Hong Kong, 30 March 2023

As at the date of this announcement, the Board of Directors of the Company comprises Mr. Wong Yam Yin, Mr. Wong Kam Fai, Mr. Wong Kam Keung, Barry and Mr. Tjie Tjin Fung as Executive Directors; Mr. Suwita Janata and Mr. Gunawan Kiky as Non-Executive Directors; Mr. Wong Cho Kei, Bonnie, Mr. Li Sze Keung and Ms. Wong Lai Ling as Independent Non-Executive Directors.