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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Golden Wheel Tiandi Holdings Company Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

**PROPOSAL FOR RE-ELECTION OF DIRECTORS,  
GENERAL MANDATES TO ISSUE NEW SHARES AND  
TO REPURCHASE SHARES,  
PROPOSED ADOPTION OF THE NEW MEMORANDUM AND  
ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (the “AGM”) of Golden Wheel Tiandi Holdings Company Limited to be held at 28/F, Golden Wheel Plaza, 68 Electric Road, Tin Hau, Hong Kong on Monday, 29 May 2023 at 10:00 a.m. is set out on pages 46 to 50 of this circular.

Shareholders are advised to read the notice. Whether or not you are able to attend the AGM, you are requested to complete and return the form of proxy enclosed with this circular in accordance with the instructions printed on it to the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM (or any adjournment of such meeting). The lodging of the form of proxy will not preclude you from attending the AGM and voting in person at the AGM or any adjourned meeting should you so wish and in such event, the form of proxy previously submitted shall be deemed to have revoked.

20 April 2023

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# CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b>	
<b>I. Introduction</b> .....	5
<b>II. Re-election of Directors</b> .....	5
<b>III. General Mandates to Issue New Shares and to Repurchase Shares</b> .....	5
<b>IV. Proposed adoption of the New Memorandum and         Articles of Association</b> .....	6
<b>V. AGM</b> .....	6
<b>VI. Closure of Register of Members</b> .....	7
<b>VII. Responsibility Statement</b> .....	7
<b>VIII. Recommendation</b> .....	7
<b>IX. General Information</b> .....	7
<b>APPENDIX I — DETAILS OF THE DIRECTORS PROPOSED                   TO BE RE-ELECTED AT THE AGM</b> .....	8
<b>APPENDIX II — EXPLANATORY STATEMENT ON                   REPURCHASE MANDATE</b> .....	14
<b>APPENDIX III — DETAILS OF THE PROPOSED AMENDMENTS                   TO THE EXISTING MEMORANDUM AND                   ARTICLES OF ASSOCIATION</b> .....	17
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	46

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context otherwise requires:*

“AGM”	the annual general meeting of the Company to be held at 28/F, Golden Wheel Plaza, 68 Electric Road, Tin Hau, Hong Kong on Monday, 29 May 2023 at 10:00 a.m., the notice of which is set out on pages 46 to 50 of this circular, or any adjournment of such meeting
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Cayman Islands Companies Act”	the Companies Act (As Revised) of the Cayman Islands
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	Golden Wheel Tiandi Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules and, in the context of this circular, refers to the Wong Family
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Existing Memorandum and Articles of Association”	the Articles of Association and the Memorandum of Association
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“Issue Mandate”	a general and unconditional mandate to the Directors to exercise the power to allot, issue or otherwise deal with Shares of up to a maximum of 20% of the total number of Shares in issue as at the date of the passing of the relevant resolution
“Latest Practicable Date”	14 April 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as may be amended from time to time
“Memorandum of Association”	the amended and restated memorandum of association of the Company
“New Memorandum and Articles of Association”	the second amended and restated memorandum of association and the amended and restated articles of association of the Company
“PRC”	the People’s Republic of China
“Proposed Amendments”	the proposed amendments to the Existing Memorandum and Articles of Association set out in Appendix III to this circular
“Repurchase Mandate”	a general and unconditional mandate to the Directors to enable them to repurchase Shares of up to a maximum of 10% of the total number of Shares in issue as at the date of the passing of the relevant resolution
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented and/or otherwise modified from time to time
“Share(s)”	ordinary share(s) of US\$0.01 each in the issued share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company pursuant to the written resolution passed by the Shareholders on 10 December 2012
“Shareholder(s)”	the registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“subsidiary”	in relation to a company, has the meaning ascribed to it under the Listing Rules, whether incorporated in Hong Kong or elsewhere
“Takeovers Code”	the Code on Takeovers and Mergers published by the Securities and Futures Commission of Hong Kong as amended from time to time
“United States”	the United States of America
“US\$”	United States dollar(s), the lawful currency of the United States
“Wong Family”	Mr. Wong Yam Yin (王欽賢), Mr. Wong Kam Fai (王錦輝), Mr. Wong Kam Keung, Barry (王錦強) and Ms. Hung So Ling (洪素玲)
“%”	per cent

*In this circular, if there is any inconsistency between the Chinese names and their English translations of the entities or enterprises established in the PRC or Indonesia, the Chinese names shall prevail.*

*References to time and dates in this circular are to Hong Kong time and dates.*

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LETTER FROM THE BOARD

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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)**

*Executive Directors*

Mr. Wong Yam Yin (*Chairman*)  
Mr. Wong Kam Fai  
*(Vice Chairman, Chief Executive Officer)*  
Mr. Wong Kam Keung, Barry  
*(Standing Vice President)*  
Mr. Tjie Tjin Fung (*Vice Chairman*)

*Non-Executive Directors*

Mr. Suwita Janata (*Vice Chairman*)  
Mr. Gunawan Kiky

*Independent Non-Executive Directors*

Mr. Wong Cho Kei, Bonnie  
Mr. Li Sze Keung  
Ms. Wong Lai Ling

*Registered office*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Headquarters and principal place of  
business in the PRC*

33/F, Golden Wheel International Plaza  
No. 8, Hanzhong Road  
Nanjing  
PRC

*Principal place of business in Hong Kong*

27–28/F, Golden Wheel Plaza  
68 Electric Road  
Tin Hau  
Hong Kong

20 April 2023

*To the Shareholders*

Dear Sir or Madam,

**PROPOSAL FOR RE-ELECTION OF DIRECTORS,  
GENERAL MANDATES TO ISSUE NEW SHARES AND  
TO REPURCHASE SHARES,  
PROPOSED ADOPTION OF THE NEW MEMORANDUM AND  
ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### I. INTRODUCTION

The purpose of this circular is to give you information regarding (i) the re-election of Directors; (ii) the grant of general mandates to the Directors to issue new Shares and to repurchase Shares and to grant an extension thereof; (iii) the proposed adoption of the New Memorandum and Articles of Association; and (iv) the notice of the AGM. This circular is to give the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

### II. RE-ELECTION OF DIRECTORS

In accordance with Article 84 of the Articles of Association and the corporate governance code set out under Appendix 14 to the Listing Rules and pursuant to the relevant Directors' wishes, Mr. Wong Kam Fai, Mr. Suwita Janata, Mr. Wong Cho Kei, Bonnie and Ms. Wong Lai Ling, shall retire from office by rotation, and being eligible, offer themselves for re-election as Directors at the AGM.

The nomination committee of the Company (the "**Nomination Committee**") had assessed and reviewed the appropriateness of the re-election of the Directors at the AGM.

The biographical details of the above retiring Directors which are required to be disclosed under the Listing Rules are set out in Appendix I to this circular.

### III. GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES

At the annual general meeting of the Company held on 27 May 2022, general mandates were given to the Directors: (i) to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the total number of Shares in issue as at the date thereof and (ii) to allot, issue and deal with Shares not exceeding 20% of the total number of Shares in issue as at the date thereof. Such mandates will lapse at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM for the Shareholders to consider and, if thought fit, grant the Repurchase Mandate to the Directors. The Repurchase Mandate would continue in force until the conclusion of the next annual general meeting of the Company or until the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever is the earlier. Separate ordinary resolution will also be proposed at the AGM for the Shareholders to consider and, if thought fit, grant the Issue Mandate (representing a general mandate to allot, issue and deal with a maximum of 359,804,000 Shares on the basis that no further Shares are issued or repurchased prior to the AGM) by way of a general mandate to the Directors and extending the Issue Mandate by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate.

The explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to be included in this circular is set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### IV. PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 30 March 2023. As stated in the announcement, 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 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. The Board also proposes to adopt the New Memorandum and Articles of Association in substitution for, and to the exclusion of, the Existing Memorandum and Articles of Association.

Details of the Proposed Amendments are set out in Appendix III to this circular. A special resolution will be proposed at the AGM to approve the Proposed Amendments and the adoption of the New Memorandum and Articles of Association.

### V. AGM

The notice convening the AGM to be held at 28/F, Golden Wheel Plaza, 68 Electric Road Tin Hau, Hong Kong on Monday, 29 May 2023 at 10:00 a.m. is set out on pages 46 to 50 of this circular. At the AGM, relevant resolutions will be proposed for the Shareholders to consider and to approve, inter alia, the re-election of Directors, the granting of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate by an amount representing the number of Shares repurchased pursuant to the Repurchase Mandate, and the Proposed Amendments and the adoption of the New Memorandum and Articles of Association.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the AGM shall be taken by poll. The poll results of the AGM will be published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.gwtd.com.hk](http://www.gwtd.com.hk)) after the AGM, in the manner prescribed under the Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular. To be valid, the form of proxy must be completed and signed in accordance with the instructions printed on it and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment of such meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment of such meeting should you so wish and in such event, the form of proxy previously submitted shall be deemed to have revoked.



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## LETTER FROM THE BOARD

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### VI. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM to be held on Monday, 29 May 2023, the register of members of the Company will be closed from Monday, 22 May 2023 to Monday, 29 May 2023 (both days inclusive), during which period no transfer of Shares will be effected. In order to determine the identity of members who are entitled to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Friday, 19 May 2023.

The record date for such purposes is Monday, 29 May 2023.

### VII. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading insofar as it relates to the Company.

### VIII. RECOMMENDATION

The Directors (including the independent non-executive Directors) are of the opinion that the proposals referred to in this circular are in the best interests of the Company and the Shareholders as a whole and therefore recommend that all Shareholders vote in favour of the relevant resolutions to be proposed at the AGM.

### IX. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Details of the Directors proposed to be re-elected at the AGM), Appendix II (Explanatory Statement on Repurchase Mandate) and Appendix III (Details of the Proposed Amendments to the Existing Memorandum and Articles of Association) to this circular.

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

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## APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

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Set out below are details of the Directors who will retire at the AGM and, being eligible, will offer themselves for re-election as Directors at the AGM.

### **Mr. Wong Kam Fai (王錦輝)**

Mr. Wong, aged 52, is an executive Director, a vice chairman of our board, the chief executive officer of our Group and a member of our Remuneration Committee. Mr. Wong is one of the founders of our Group and our controlling shareholders. Mr. Wong is responsible for our overall business operation and management. Mr. Wong was appointed as a Director on 26 April 2012 and he has over 20 years of experience in the real estate industry.

Mr. Wong is involved in various associations, including being:

- a member of Jiangsu Provincial Committee of the Chinese People's Political Consultative Conference\*;
- a member of All-China Federation of Returned Overseas Chinese Association\*;
- a Deputy Chairman of Hong Kong Federation of Overseas Chinese Associations;
- a Chairman of Hong Kong Chiao Yao Association\*;
- a Chairman and Director of Hong Kong Qiao Ai Foundation Limited\*;
- a standing committee member of All-China Federation of Industry & Commerce of Jiangsu Province\*;
- an Honorary Chairman of Real Estate Chamber of Jiangsu Provincial Federation of Industry & Commerce\*;
- a Deputy Chairman of Jiangsu Provincial Overseas Exchange Association\*; and
- a Standing Deputy Chairman of Nanjing Overseas Chinese Chamber of Commerce\*.

Mr. Wong received his bachelor's degree in computer science from The University of New South Wales of Australia in June 1994.

Save as disclosed above, Mr. Wong does not hold any directorship in other public listed companies nor does he have any other major work experience.

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## APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

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Mr. Wong is the elder son of Mr. Wong Yam Yin (an executive Director) and Ms. Hung So Ling, and the elder brother of Mr. Wong Kam Keung, Barry (an executive Director).

As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Mr. Wong and his family were interested in (i) 706,785,600 Shares, which represented approximately 39.29% of the issued share capital of the Company; and (ii) debentures of the Company in the amount of US\$3,141,600. Meanwhile, as at the Latest Practicable Date, Mr. Wong Kam Fai was also beneficially interested in 29,690,000 Shares, representing approximately 1.65% of the issued share capital of the Company together with his elder brother Mr. Wong Kam Keung, Barry.

Mr. Wong renewed his service agreement with the Company for a term of two years commencing from 16 January 2023 and will be subject to retirement by rotation and re-election in accordance with the Articles of Association. Either the Company or Mr. Wong may terminate the said service agreement at any time by giving not less than three months' notice in writing to the other. Pursuant to the terms of his service agreement, Mr. Wong is entitled to an annual emolument of HK\$144,000 which has been determined by the Board with reference to his role, duties and experience. He is also entitled to a discretionary bonus to be determined by the Board subject to his performance. The above emolument and bonus do not include the remuneration received by Mr. Wong who also served in other positions of the Group.

Save as disclosed, there are no other matters in relation to Mr. Wong's re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

### **Mr. Suwita Janata**

Mr. Suwita Janata, aged 72, is a non-executive Director and a vice chairman of our Board. He joined our Group in 2002. Mr. Suwita Janata was appointed as a Director on 26 April 2012.

Mr. Suwita Janata is an Indonesian Chinese. He commenced his career as an entrepreneur by establishing his own trading company in the 1970s. Mr. Suwita Janata and his family members established PT Golden and Mitra Property in Indonesia in August 2009 to engage in property development business in Indonesia.

Mr. Suwita Janata is/has been involved in various associations, including being:

- the former executive chairman of Chinese Committee of Indonesia Chamber of Commerce (West Java)\*;
- the former head of the Indonesia Chamber of Commerce (West Java), Commerce Division\*;
- an advisory council member of Indonesia Bandung Yayasan Dana Welfare Foundation\*; and

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## APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

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- a member of the supervisory committee of Indonesia Bandung Minnan Gonghui\*.

Mr. Suwita Janata is the father of Mr. Janata David (a former executive Director) and the husband of Ms. Julia Oscar. Ms. Julia Oscar is the sister of Mr. Wong Yam Yin (an executive Director) and the aunt of Mr. Wong Kam Fai (an executive Director) and Mr. Wong Kam Keung, Barry (an executive Director).

Save as disclosed above, Mr. Suwita Janata does not hold any directorship in other public listed companies nor does he have any other major work experience.

As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Mr. Suwita Janata and his family were interested in (i) 80,268,950 Shares held by Golden Era Forever Holding Company Limited, a company wholly-owned by Mr. Suwita Janata, and (ii) 48,270,450 Shares held by Golden Joy Forever Holding Company Limited, a company wholly-owned by his spouse, Ms. Julia Oscar, which, in aggregate, represented approximately 7.14% of the issued share capital of the Company; and (ii) debentures of the Company in the amount of US\$226,666.

Mr. Suwita Janata renewed his appointment letter with the Company for a term of two years commencing from 16 January 2023 and will be subject to retirement by rotation and re-election in accordance with the Articles of Association. Either the Company or Mr. Suwita Janata may terminate the said appointment letter by giving not less than three months' notice in writing to the other. Pursuant to the terms of his appointment letter, Mr. Suwita Janata is entitled to an annual emolument of HK\$288,000 which has been determined by the Board with reference to his qualification, experience, responsibilities to be undertaken, and the prevailing market level of remuneration of similar position.

Save as disclosed above, there are no other matters in relation to Mr. Suwita Janata's re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

### **Mr. Wong Cho Kei, Bonnie**

Mr. Wong Cho Kei, Bonnie (黃楚基), aged 55, is an independent non-executive Director, the chairman of our Remuneration Committee and a member of our Audit Committee. Mr. Wong was appointed as a Director on 1 August 2017. Mr. Wong has over 10 years of experience in business strategies and corporate management.

Mr. Wong is/has been involved in various associations, including being:

- a member of the 13th National Committee of the Chinese People's Political Consultative Conference;

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## APPENDIX I    DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

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- a member of the 11th, 12th and 13th Guangzhou Municipal Committee of the Chinese People's Political Consultative Conference;
- a President of Hong Kong Federation of Overseas Chinese Associations;
- a standing committee member of Hong Kong Petroleum, Chemicals and Pharmaceutical Materials Merchants Association; and
- a vice president of Centum Charitas Foundation.

Mr. Wong is currently a managing director of Wah Fu Petroleum Company Limited, the business of which includes the wholesale distribution of petroleum and petroleum products. Mr. Wong is mainly responsible for overseeing the financial performance and implementing business strategies of that company.

He is also a director of Chuan Chiong Company, Limited, which is involved in the trading and wholesale of proprietary Chinese medicine, food product and tea, where he is involved in the determination of that company's strategic objectives and policies and monitoring its overall achievement. He is also an independent non-executive director of Ahsay Backup Software Development Company Limited which is engaged in the provision of online backup software solutions to clients via the internet, and listed on GEM of The Stock Exchange of Hong Kong Limited with stock code 8290.

Mr. Wong obtained a Bachelor of Science in Biomedical Engineering from Boston University, the United States, and a Master of Engineering (Electrical) from Cornell University, the United States, in May 1990 and August 1991 respectively.

Save as disclosed above, Mr. Wong does not hold any directorship in other public listed companies nor does he have any other major work experience.

Mr. Wong does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Wong did not have any interests in the Shares and/or debentures of the Company within the meaning of Part XV of the SFO.

Mr. Wong renewed his appointment letter with the Company for a term of one year commencing from 1 August 2022 and will be subject to retirement by rotation and re-election in accordance with the Articles of Association. Either the Company or Mr. Wong may terminate the said appointment letter by giving not less than one month's notice in writing to the other. Pursuant to the terms of the appointment letter, Mr. Wong is entitled to an annual emolument of HK\$144,000 which has been determined by the Board with reference to his qualification, experience, responsibilities to be undertaken, and the prevailing market level of remuneration of similar position.

Save as disclosed, there are no other matters in relation to Mr. Wong's re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**Ms. Wong Lai Ling**

Ms. Wong Lai Ling (王麗玲), aged 55, is an independent non-executive Director and a member of the Audit Committee, Remuneration Committee and Nomination Committee. Ms. Wong was appointed as a Director on 27 May 2022. She has wide experience in real estate investment and in operating business of real estate agency, money lending and car park operations. Ms. Wong holds an estate agent's licence (individual) issued by the Estate Agents Authority.

Ms. Wong is the director of (i) Parton Parking Limited, a company founded by her and engages in car park operations in Hong Kong; (ii) Polycom Limited, a company founded by her and is a real estate agency licensed under the Estate Agents Authority; and (iii) Eve International Enterprise Limited, a company founded by her and engages in property investment. Since 2013, Ms. Wong has also been a manager of CNUTI Finance Company Limited, a company licensed as a money lender under the Companies Registry, which engages in money lending business.

Ms. Wong was also involved in various association, including:

- the founding president and the third vice president of the Hong Kong Asia Youth Association from 2014 to 2017;
- the treasurer of the Wanchai District Association (Community Volunteers) from 2013 to 2014;
- the Director of World Federation of Chinese Association of Industry and Commerce in 2014;
- a member of the Friends of The Community Chest Wanchai District Committee from 2014 to 2016;
- a member of the council of Overseas Xiamen Fraternal Association in 2015; and
- vice chief officer of the social affairs department of the General Association of Xiamen (H.K.) Ltd from 2015 to 2019.

Save as disclosed above, Ms. Wong does not hold any directorship in other public listed companies nor does he have any other major work experience.

Ms. Wong does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

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## APPENDIX I    DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

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As at the Latest Practicable Date, Ms. Wong did not have any interests in the Shares and/or debentures of the Company within the meaning of Part XV of the SFO.

Pursuant to the appointment letter entered into between Ms. Wong and the Company, Ms. Wong has been appointed as an independent non-executive Director for a term of one year commencing from 27 May 2022 and will be subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Either the Company or Ms. Wong may terminate the appointment letter by giving not less than one month's notice in writing to the other. Pursuant to the terms of the appointment letter, Ms. Wong is entitled to an annual emolument of HK\$144,000 which has been determined by the Board with reference to her qualifications, experience, responsibilities to be undertaken, and the prevailing market level of remuneration of similar position.

Save as disclosed, there are no other matters in relation to Ms. Wong's re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

\* *The English translation of the Chinese names of the PRC entities or Indonesian entities (as applicable) above, where indicated, is included for identification purposes only and is not the official English names for such PRC entities or Indonesian entities (as applicable).*

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## **APPENDIX II      EXPLANATORY STATEMENT ON REPURCHASE MANDATE**

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*This appendix serves as an explanatory statement to the Shareholders as required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the proposed Repurchase Mandate.*

### **REASONS FOR SHARE REPURCHASES**

Whilst the Directors do not presently intend to repurchase any Shares, they believe that the flexibility afforded by the Repurchase Mandate would be beneficial to the Company and the Shareholders. Trading on the Stock Exchange is sometimes volatile. In the event that the Shares are traded at a discount to their underlying value, the ability of the Company to repurchase Shares would be beneficial to the Shareholders who retain their investment in the Company since this may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of net assets and/or earnings per Share. The Repurchase Mandate will only be exercised when the Directors believe that Share repurchases will benefit the Company and the Shareholders.

### **SHARE CAPITAL**

As at the Latest Practicable Date, the total issued share capital of the Company is US\$17,990,200 divided into 1,799,020,000 fully paid-up Shares in issue.

Subject to the approval of the Repurchase Mandate, the exercise of the Repurchase Mandate would enable the Company to repurchase up to a maximum of 179,902,000 Shares, assuming that there are no issues of new Shares or any Shares which may be allotted and issued pursuant to the exercise of any options which have been or may be granted under the Share Option Scheme, or Share repurchases, from the Latest Practicable Date to the date of the AGM.

### **SOURCE OF FUNDS FOR SHARE REPURCHASES AND IMPACT OF REPURCHASES**

Share repurchases by the Company must be funded out of funds legally available for such purpose in accordance with the Articles of Association, the Cayman Islands Companies Act, the applicable laws and regulations of the Cayman Islands and the Listing Rules. A listed company is prohibited from repurchasing its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Subject to the foregoing, any Share repurchase by the Company may be made out of the profits, the share premium account of the Company or the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, if authorised by the Articles of Association and subject to the Cayman Islands Companies Act, out of capital and, in the case of any premium payable on the repurchase, out of either or both of the profits of the Company or the share premium account of the Company or, if authorised by the Articles of Association and subject to the Cayman Islands Companies Act, out of capital.



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## **APPENDIX II      EXPLANATORY STATEMENT ON REPURCHASE MANDATE**

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As compared with the financial position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2022 (being the date to which the latest published audited accounts of the Group were made up), the Directors do not consider that there would be a material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate is exercised in full. The Directors expect to exercise such mandate if and to such extent only as they are satisfied that the exercise of such mandate will not have any material adverse impact.

### **IMPLICATIONS UNDER THE TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT**

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge of the Directors, the Wong Family controlled the exercise of approximately 39.29% voting rights at the general meetings of the Company with Mr. Wong Kam Fai and Mr. Wong Kam Keung, Barry jointly controlled in addition the exercise of approximately 1.65% voting rights at the general meetings of the Company.

In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, the interests of the Wong Family would be increased to approximately 43.65% of the issued share capital of the Company, while the additional personal interests of Mr. Wong Kam Fai and Mr. Wong Kam Keung, Barry would be increased to approximately 1.83% of the issued share capital of the Company. Such increases will give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no intention to repurchase any Shares to the extent that it will trigger the obligations under the Takeovers Code to make a mandatory offer.

The Listing Rules prohibit a company from making repurchases on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital of that company remains in public hands. The Directors have no present intention to exercise the power to repurchase Shares to the extent that the aggregate amount of the Shares in the public hands would be reduced to less than such prescribed minimum percentage.

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**APPENDIX II EXPLANATORY STATEMENT ON REPURCHASE MANDATE**

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**SHARE PRICES**

The highest and lowest prices per Share at which the Shares were traded on the Stock Exchange during each of the previous months immediately preceding (and including) the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2023</b>		
January	0.104	0.098
February	0.134	0.101
March	0.140	0.087
April (up to the Latest Practicable Date)	0.140	0.093
<b>2022</b>		
April	0.184	0.140
May	0.180	0.130
June	0.155	0.131
July	0.150	0.123
August	0.125	0.111
September	0.130	0.119
October	0.130	0.130
November	0.130	0.075
December	0.119	0.071

**SHARE REPURCHASES MADE BY THE COMPANY**

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

**UNDERTAKING**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates, has present intention to sell any Shares to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will only exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association, and the applicable laws of the Cayman Islands.

As at the Latest Practicable Date, no core connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any shares of the Company held by him to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

**APPENDIX III                      DETAILS OF THE PROPOSED AMENDMENTS TO THE EXISTING  
MEMORANDUM AND ARTICLES OF ASSOCIATION**

Details of the Proposed Amendments are set out as follows:

**(A) PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM OF ASSOCIATION**

<b>Clause No.</b>	<b>Proposed Amendments (showing changes to the existing Memorandum of Association)</b>
2.	The Registered Office of the Company shall be at the offices of <del>Codan</del> <u>Conyers</u> Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands.
4.	Subject to the following provisions of this Memorandum, the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by Section 27(2) of the Companies <del>Law</del> <u>Act</u> ( <u>As</u> Revised).
8.	The share capital of the Company is US\$30,000,000.00 divided into 3,000,000,000 shares of a nominal or par value of US\$0.01 each, with the power for the Company, insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said share capital subject to the provisions of the Companies <del>Law</del> <u>Act</u> ( <u>As</u> Revised) and the Articles of Association of the Company and to issue any part of its capital, whether original, redeemed or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.
9.	The Company may exercise the power contained in the Companies <del>Law</del> <u>Act</u> ( <u>As</u> Revised) to deregister in the Cayman Islands and be registered by way of continuation in another jurisdiction.

**APPENDIX III      DETAILS OF THE PROPOSED AMENDMENTS TO THE EXISTING  
MEMORANDUM AND ARTICLES OF ASSOCIATION**

**(B) PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION**

<b>Article No.</b>	<b>Proposed Amendments (showing changes to the existing Articles of Association)</b>
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|----|---|
| 1. | The regulations in Table A in the Schedule to the Companies <del>Act</del> Law (As Revised) do not apply to the Company.  |
| 2. | (1) In these Articles, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column. |

<u>WORD</u>	<u>MEANING</u>
<u>“Act”</u>	<u>the Companies Act (As Revised) of the Cayman Islands.</u>
<u>“Articles”</u>	these Articles in their present form or as supplemented or amended or substituted from time to time.
<u>“associate”</u>	<del>has the meaning attributed to it in the rules of the Designated Stock Exchange.</del>
<u>“Auditor”</u>	the auditor of the Company for the time being and may include any individual or partnership.
<u>“Board”</u> <u>“Directors”</u>	or the board of directors of the Company or the directors present at a meeting of directors of the Company at which a quorum is present.
<u>“business day”</u>	<del>shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day for the reason of a Number 8 or higher Typhoon Signal, Black Rainstorm Warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.</del>

Article No.	Proposed Amendments (showing changes to the existing Articles of Association)
	“capital” the share capital of the Company from time to time.
	“clear days” in relation to the period of a notice that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
	“clearing house” a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction.
	“Company” Golden Wheel Tiandi Holdings Company Limited 金輪天地控股有限公司.
	“close associate” <u>in relation to any Director, shall have the same meaning as defined in the Listing Rules as modified from time to time, except that for purposes of Article 100 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules.</u>
	“competent regulatory authority” a competent regulatory authority in the territory where the shares of the Company are listed or quoted on a stock exchange in such territory.
	“debenture” and “debenture holder” include debenture stock and debenture stockholder respectively.
	“Designated Stock Exchange” a stock exchange in respect of which the shares of the Company are listed or quoted and where such stock exchange deems such listing or quotation to be the primary listing or quotation of the shares of the Company.

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**APPENDIX III                      DETAILS OF THE PROPOSED AMENDMENTS TO THE EXISTING  
MEMORANDUM AND ARTICLES OF ASSOCIATION**

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<b>Article No.</b>	<b>Proposed Amendments (showing changes to the existing Articles of Association)</b>
	“dollars” and “\$”                      dollars, the legal currency of Hong Kong.
	“head office”                            such office of the Company as the Directors may from time to time determine to be the principal office of the Company.
	“Law” <del>The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.</del>
	“Member”                                 a duly registered holder from time to time of the shares in the capital of the Company.
	“month”                                    a calendar month.
	“Notice”                                    written notice unless otherwise specifically stated and as further defined in these Articles.
	“Office”                                     the registered office of the Company for the time being.
	“ordinary resolution”                    a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 59.
	“paid up”                                    paid up or credited as paid up.
	“Register”                                    the principal register and where applicable, any branch register of Members to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time.

Article No.	Proposed Amendments (showing changes to the existing Articles of Association)
	<p>“Registration Office” in respect of any class of share capital such place as the Board may from time to time determine to keep a branch register of Members in respect of that class of share capital and where (except in cases where the Board otherwise directs) the transfers or other documents of title for such class of share capital are to be lodged for registration and are to be registered.</p>
	<p>“Seal” common seal or any one or more duplicate seals of the Company (including a securities seal) for use in the Cayman Islands or in any place outside the Cayman Islands.</p>
	<p>“Secretary” any person, firm or corporation appointed by the Board to perform any of the duties of secretary of the Company and includes any assistant, deputy, temporary or acting secretary.</p>
	<p>“special resolution” a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 59. a special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Articles or the Statutes.</p>
	<p>“Statutes” the <del>Law</del>Act and every other law of the Legislature of the Cayman Islands for the time being in force applying to or affecting the Company, its memorandum of association and/or these Articles.</p>

**Article No.                      Proposed Amendments (showing changes to the existing Articles of Association)**

~~“Subsidiary and Holding Company” and has the meanings attributed to them in the rules of the Designated Stock Exchange.~~

“substantial shareholder”                      a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the rules of the Designated Stock Exchange from time to time) of the voting power at any general meeting of the Company.

“year”                      a calendar year.

(2) In these Articles, unless there be something within the subject or context inconsistent with such construction:

(a) words importing the singular include the plural and vice versa;

(b) words importing a gender include both gender and the neuter;

(c) words importing persons include companies, associations and bodies of persons whether corporate or not;

(d) the words:

(i) “may” shall be construed as permissive;

(ii) “shall” or “will” shall be construed as imperative;

(e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing words or figures in a visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member’s election comply with all applicable Statutes, rules and regulations;

(f) references to any law, ordinance, statute or statutory provision shall be interpreted as relating to any statutory modification or re enactment thereof for the time being in force;



Article No.	Proposed Amendments (showing changes to the existing Articles of Association)
	<p>(g) save as aforesaid words and expressions defined in the Statutes shall bear the same meanings in these Articles if not inconsistent with the subject in the context;</p> <p>(h) references to a document (<u>including, but without limitation, a resolution in writing</u>) being <u>signed or executed</u> include references to it being <u>signed or executed</u> under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;</p> <p>(i) Section 8 and Section 19 of the Electronic Transactions <del>Law (2003) Act</del> <u>(as Revised)</u> of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.</p>
3.	<p>(1) The share capital of the Company at the date on which these Articles come into effect shall be divided into shares of a par value of US\$0.01 each.</p> <p>(2) Subject to the <del>Law</del><u>Act</u>, the Company's Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the <del>Law</del><u>Act</u>. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the <del>Law</del><u>Act</u>.</p>

Article No.	Proposed Amendments (showing changes to the existing Articles of Association)
	<p>(3) Subject to compliance with the rules and regulations of the Designated Stock Exchange and any other <del>relevant</del><u>competent</u> regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.</p> <p>(4) <u>The Board may accept the surrender for no consideration of any fully paid share.</u></p> <p><del>(54)</del> No share shall be issued to bearer.</p>
4.	<p>The Company may from time to time by ordinary resolution in accordance with the <del>Law</del><u>Act</u> alter the conditions of its Memorandum of Association to:</p> <p>(a) increase its capital by such sum, to be divided into shares of such amounts, as the resolution shall prescribe;</p> <p>(b) consolidate and divide all or any of its capital into shares of larger amount than its existing shares;</p> <p>(c) divide its shares into several classes and without prejudice to any special rights previously conferred on the holders of existing shares attach thereto respectively any preferential, deferred, qualified or special rights, privileges, conditions or such restrictions which in the absence of any such determination by the Company in general meeting, as the Directors may determine provided always that where the Company issues shares which do not carry voting rights, the words “non-voting” shall appear in the designation of such shares and where the equity capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favourable voting rights, must include the words “restricted voting” or “limited voting”;</p>

Article No.	Proposed Amendments (showing changes to the existing Articles of Association)
	<p>(d) sub divide its shares, or any of them, into shares of smaller amount than is fixed by the Company's Memorandum of Association (subject, nevertheless, to the <u>LawAct</u>), and may by such resolution determine that, as between the holders of the shares resulting from such sub division, one or more of the shares may have any such preferred, deferred or other rights or be subject to any such restrictions as compared with the other or others as the Company has power to attach to unissued or new shares;</p> <p>(e) cancel any shares which, at the date of the passing of the resolution, have not been taken, or agreed to be taken, by any person, and diminish the amount of its capital by the amount of the shares so cancelled or, in the case of shares, without par value, diminish the number of shares into which its capital is divided.</p>
6.	The Company may from time to time by special resolution, subject to any confirmation or consent required by the <u>LawAct</u> , reduce its share capital or any capital redemption reserve or other undistributable reserve in any manner permitted by law.
8.	<p>(1) Subject to the provisions of the <u>LawAct</u> and the Company's Memorandum and Articles of Association and to any special rights conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the present capital or not) may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Board may determine.</p> <p>(2) Subject to the provisions of the <u>LawAct</u>, the rules of any Designated Stock Exchange and the Memorandum and Articles of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.</p>

- | Article No. | Proposed Amendments (showing changes to the existing Articles of Association)   |
|-------------|---|
| 9.          | <p><del>[Reserved]Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike.</del></p>   |
| 10.         | <p>Subject to the <del>Law</del><u>Act</u> and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, mutatis mutandis, apply, but so that:</p> <ul style="list-style-type: none"><li>(a) the necessary quorum (<del>including other than</del> at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorized representative) holding or representing by proxy not less than one third in nominal value of the issued shares of that class <del>and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorized representative or by proxy (whatever the number of shares held by them) shall be a quorum;</del> and</li><li>(b) every holder of shares of the class shall be entitled to one vote for every such share held by him.</li></ul> |

Article No.	Proposed Amendments (showing changes to the existing Articles of Association)
12(1).	Subject to the <del>Law</del> <u>Act</u> , these Articles, any direction that may be given by the Company in general meeting and, where applicable, the rules of any Designated Stock Exchange and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount <u>to their nominal value</u> . Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.
13.	The Company may in connection with the issue of any shares exercise all powers of paying commission and brokerage conferred or permitted by the <del>Law</del> <u>Act</u> . Subject to the <del>Law</del> <u>Act</u> , the commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one and partly in the other.
15.	Subject to the <del>Law</del> <u>Act</u> and these Articles, the Board may at any time after the allotment of shares but before any person has been entered in the Register as the holder, recognise a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon and subject to such terms and conditions as the Board considers fit to impose.
19.	Share certificates shall be issued within the relevant time limit as prescribed by the <del>Law</del> <u>Act</u> or as the Designated Stock Exchange may from time to time determine, whichever is the shorter, after allotment or, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register, after lodgment of a transfer with the Company.

- | Article No. | Proposed Amendments (showing changes to the existing Articles of Association)   |
|-------------|---|
| 44.         | <p>The Register and branch register of Members <u>maintained in Hong Kong</u>, as the case may be, shall be open to inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the <del>Law</del><u>Act</u> or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in <del>an appointed newspaper or any other newspapers</del> in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed <u>for inspection</u> at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares. <u>The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.</u></p> |
| 45.         | <p><del>Notwithstanding</del><u>Subject to the rules of the Designated Stock Exchange,</u> <del>notwithstanding</del> any other provision of these Articles the Company or the Directors may fix any date as the record date for:</p> <ul style="list-style-type: none"><li>(a) determining the Members entitled to receive any dividend, distribution, allotment or issue <del>and such record date may be on, or at any time not more than thirty (30) days before or after, any date on which such dividend, distribution, allotment or issue is declared, paid or made;</del></li><li>(b) determining the Members entitled to receive notice of and to vote at any general meeting of the Company.</li></ul>  |

Article No.	Proposed Amendments (showing changes to the existing Articles of Association)
48(4).	Unless the Board otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board in its absolute discretion may from time to time determine, and which agreement the Board shall, without giving any reason therefor, be entitled in its absolute discretion to give or withhold), no shares upon the Register shall be transferred to any branch register nor shall shares on any branch register be transferred to the Register or any other branch register and all transfers and other documents of title shall be lodged for registration, and registered, in the case of any shares on a branch register, at the relevant Registration Office, and, in the case of any shares on the Register, at the Office or such other place at which the Register is kept in accordance with the <del>Law</del> <u>Act</u> .
49.	Without limiting the generality of the last preceding Article, the Board may decline to recognise any instrument of transfer unless:  (a) a fee of such maximum sum as the Designated Stock Exchange may determine to be payable or such lesser sum as the Board may from time to time require is paid to the Company in respect thereof;  (b) the instrument of transfer is in respect of only one class of share;  (c) the instrument of transfer is lodged at the Office or such other place at which the Register is kept in accordance with the <del>Law</del> <u>Act</u> or the Registration Office (as the case may be) accompanied by the relevant share certificate(s) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); and  (d) if applicable, the instrument of transfer is duly and properly stamped.

- | Article No. | Proposed Amendments (showing changes to the existing Articles of Association)  |
|-------------|--|
| 51.         | The registration of transfers of shares or of any class of shares may, after notice has been given by <u>announcement or by electronic communication or by advertisement</u> in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine. <u>The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.</u>  |
| 56.         | An annual general meeting of the Company shall be held <del>in</del> <u>for</u> each <u>financial year other than the financial year of the Company's adoption of these Articles (within a period of not more than fifteen (15) and such annual general meeting must be held within six (6) months after the end</u> <del>holding of the last preceding annual general meeting or not more than eighteen (18) months after the date of adoption of these</del> <u>Articles</u> <del>Company's financial year,</del> unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board.  |
| 58.         | The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Member(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, <u>on a one vote per share basis,</u> shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business <u>or resolution</u> specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company. |



- | Article No. | Proposed Amendments (showing changes to the existing Articles of Association)  |
|-------------|--|
| 59(1).      | <p>An annual general meeting <del>shall</del> <u>must</u> be called by Notice of not less than twenty-one (21) clear days <del>and not less than twenty (20) clear business days and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by</del> Notice of not less than <del>twenty one (21) clear days and not less than ten (10) clear business days.</del> All other <del>extraordinary</del> <u>general meetings may (including an extraordinary general meeting) must</u> be called by Notice of not less than fourteen (14) clear days <del>and not less than ten (10) clear business days</del> but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, <del>subject to the Law</del>, if it is so agreed:</p> <ul style="list-style-type: none"><li>(a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and</li><li>(b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together <del>holding</del> <u>representing</u> not less than ninety five per cent. (95%) <del>in nominal value of the total voting rights at the meeting of all the issued shares giving that right</del> <u>Members.</u></li></ul> |
| 61.         | <p>(1) All business shall be deemed special that is transacted at an extraordinary general meeting, and also all business that is transacted at an annual general meeting, with the exception of:</p> <ul style="list-style-type: none"><li>(a) the declaration and sanctioning of dividends;</li><li>(b) consideration and adoption of the accounts and balance sheet and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheet;</li><li>(c) the election of Directors whether by rotation or otherwise in the place of those retiring;</li><li>(d) appointment of Auditors (where special notice of the intention for such appointment is not required by the <del>Law</del> <u>Act</u>) and other officers;</li><li>(e) the fixing of the remuneration of the Auditors, and the voting of remuneration or extra remuneration to the Directors;</li></ul>  |

Article No.	Proposed Amendments (showing changes to the existing Articles of Association)
	<p data-bbox="539 336 1410 527">(f) the granting of any mandate or authority to the Directors to offer, allot, grant options over or otherwise dispose of the unissued shares in the capital of the Company representing not more than twenty per cent. (20%) in nominal value of its existing issued share capital; and</p> <p data-bbox="539 570 1410 644">(g) the granting of any mandate or authority to the Directors to repurchase securities of the Company.</p> <p data-bbox="475 687 1410 995">(2) No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) Members entitled to vote and present in person or <del>by proxy or</del> (in the case of a Member being a corporation) by its duly authorised representative <u>or by proxy or, for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy shall form a quorum for all purposes.</u></p>
70.	All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Articles or by the <del>Law</del> Act. In the case of an equality of votes, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.

Article No.	Proposed Amendments (showing changes to the existing Articles of Association)
73.	<p data-bbox="475 336 1410 527">(1) No Member shall, unless the Board otherwise determines, be entitled to attend and vote and to be reckoned in a quorum at any general meeting unless he is duly registered and all calls or other sums presently payable by him in respect of shares in the Company have been paid.</p> <p data-bbox="475 570 1410 719"><u>(1A) All Members shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the rules of the Designated Stock Exchange, to abstain from voting to approve the matter under consideration.</u></p> <p data-bbox="475 761 1410 1027">(2) Where the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.</p>
77.	<p data-bbox="475 1070 1410 1685">The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate) not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting <del>in person</del> at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.</p>

Article No.	Proposed Amendments (showing changes to the existing Articles of Association)
81(2).	If a clearing house (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including, <u>the right to speak and vote, and</u> where a show of hands is allowed, the right to vote individually on a show of hands.
83.	<p>(1) Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than two (2). There shall be no maximum number of Directors unless otherwise determined from time to time by the Members in general meeting. The Directors shall be elected or appointed in the first place by the subscribers to the Memorandum of Association or by a majority of them and thereafter in accordance with Article 84 called for such purpose and who shall hold office for such term as the Members may determine or, in the absence of such determination, in accordance with Article 84 or until their successors are elected or appointed or their office is otherwise vacated.</p> <p>(2) Subject to the Articles and the <del>Law</del>Act, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board.</p> <p>(3) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director <del>so appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following first annual general meeting of the Company after his appointment and shall then be eligible for re-election.</del></p>

**Article No. Proposed Amendments (showing changes to the existing Articles of Association)**

- (4) Neither a Director nor an alternate Director shall be required to hold any shares of the Company by way of qualification and a Director or alternate Director (as the case may be) who is not a Member shall be entitled to receive notice of and to attend and speak at any general meeting of the Company and of all classes of shares of the Company.
- (5) The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director (including a managing or other executive Director) at any time before the expiration of his ~~term~~period of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).
- (6) A vacancy on the Board created by the removal of a Director under the provisions of subparagraph (5) above may be filled by the election or appointment by ordinary resolution of the Members at the meeting at which such Director is removed.
- (7) The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall never be less than two (2).

90. An alternate Director shall only be a Director for the purposes of the ~~Law~~Act and shall only be subject to the provisions of the ~~Law~~Act insofar as they relate to the duties and obligations of a Director when performing the functions of the Director for whom he is appointed in the alternative and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for the Director appointing him. An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified by the Company to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company any fee in his capacity as an alternate Director except only such part, if any, of the remuneration otherwise payable to his appointor as such appointor may by Notice to the Company from time to time direct.

Article No.	Proposed Amendments (showing changes to the existing Articles of Association)
98.	Subject to the <del>Law</del> <u>Act</u> and to these Articles, no Director or proposed or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatsoever, nor shall any such contract or any other contract or arrangement in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company or the Members for any remuneration, profit or other benefits realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established provided that such Director shall disclose the nature of his interest in any contract or arrangement in which he is interested in accordance with Article 99 herein.
100(1).	<p>A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his <u>close</u> associates is materially interested, but this prohibition shall not apply to any of the following matters namely:</p> <p>(i) <u>the giving of any security or indemnity either:</u></p> <p>(<del>ai</del>) <del>any contract or arrangement for the giving to such</del><u>the</u> Director or his <u>close</u> associate(s) <del>any security or indemnity</del> in respect of money lent by him or any of his associate(s) or obligations incurred or undertaken by him or any of <u>them</u> <del>his</del> associate(s) at the request of or for the benefit of the Company or any of its subsidiaries; <u>or</u></p> <p>(<del>bii</del>) <del>any contract or arrangement for the giving of any security or indemnity</del> to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his <u>close</u> associate(s) has himself/themselves assumed responsibility in whole or in part <u>and</u> whether alone or jointly under a guarantee or indemnity or by the giving of security;</p>

**Article No. Proposed Amendments (showing changes to the existing Articles of Association)**

- (iii) any ~~proposal~~~~contract~~~~or~~~~arrangement~~ concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub underwriting of the offer;
- (iv) ~~any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company; or~~
- (iii) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:
- (a) the adoption, modification or operation of a ~~any~~ employees' share scheme of any share incentive or share option scheme; under which the Director or his close associate(s) may benefit;  
or
- (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme ~~or~~ other arrangement which relates both to Directors or the Director, his close associate(s) and to employee(s) of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not ~~accorded~~ generally accorded to the class of persons to which such scheme or fund relates; and
- (iv) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.

Article No.	Proposed Amendments (showing changes to the existing Articles of Association)
101(3).	<p>Without prejudice to the general powers conferred by these Articles it is hereby expressly declared that the Board shall have the following powers:</p> <ul style="list-style-type: none"><li>(a) to give to any person the right or option of requiring at a future date that an allotment shall be made to him of any share at par or at such premium as may be agreed;</li><li>(b) to give to any Directors, officers or servants of the Company an interest in any particular business or transaction or participation in the profits thereof or in the general profits of the Company either in addition to or in substitution for a salary or other remuneration; and</li><li>(c) to resolve that the Company be deregistered in the Cayman Islands and continued in a named jurisdiction outside the Cayman Islands subject to the provisions of the <u>Law</u>Act.</li></ul>
101(4).	<p><u>The Company shall not make any loan, directly or indirectly, to a Director or his close associate(s) if and to the extent it would be prohibited by the Companies Ordinance (Chapter 622 of the laws of Hong Kong) as if the Company were a company incorporated in Hong Kong.</u> <del>Except as would, if the Company were a company incorporated in Hong Kong, be permitted by Section 157H of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force at the date of adoption of these Articles, and except as permitted under the Law, the Company shall not directly or indirectly:</del></p> <ul style="list-style-type: none"><li><del>(i) make a loan to a Director or a director of any holding company of the Company or to any of their respective associates (as defined by the rules, where applicable, of the Designated Stock Exchange);</del></li><li><del>(ii) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or such a director; or</del></li><li><del>(iii) if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.</del></li></ul>

Article 101(4) shall only have effect for so long as the shares of the Company are listed on The Stock Exchange of Hong Kong Limited.



<b>Article No.</b>	<b>Proposed Amendments (showing changes to the existing Articles of Association)</b>
107.	The Board may exercise all the powers of the Company to raise or borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company and, subject to the <u>LawAct</u> , to issue debentures, bonds and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.
110(2).	The Board shall cause a proper register to be kept, in accordance with the provisions of the <u>LawAct</u> , of all charges specifically affecting the property of the Company and of any series of debentures issued by the Company and shall duly comply with the requirements of the <u>LawAct</u> in regard to the registration of charges and debentures therein specified and otherwise.
124(1).	The officers of the Company shall consist of a chairman, the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the <u>LawAct</u> and these Articles.
125(2).	The Secretary shall attend all meetings of the Members and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the <u>LawAct</u> or these Articles or as may be prescribed by the Board.
127.	A provision of the <u>LawAct</u> or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.
128.	The Company shall cause to be kept in one or more books at its Office a Register of Directors and Officers in which there shall be entered the full names and addresses of the Directors and Officers and such other particulars as required by the <u>LawAct</u> or as the Directors may determine. The Company shall send to the Registrar of Companies in the Cayman Islands a copy of such register, and shall from time to time notify to the said Registrar of any change that takes place in relation to such Directors and Officers as required by the <u>LawAct</u> .

Article No.	Proposed Amendments (showing changes to the existing Articles of Association)
133.	Subject to the <u>LawAct</u> , the Company in general meeting may from time to time declare dividends in any currency to be paid to the Members but no dividend shall be declared in excess of the amount recommended by the Board.
134.	Dividends may be declared and paid out of the profits of the Company, realised or unrealised, or from any reserve set aside from profits which the Directors determine is no longer needed. With the sanction of an ordinary resolution dividends may also be declared and paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the <u>LawAct</u> .
143(1).	The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. Unless otherwise provided by the provisions of these Articles, the Board may apply the share premium account in any manner permitted by the <u>LawAct</u> . The Company shall at all times comply with the provisions of the <u>LawAct</u> in relation to the share premium account.

Article No.	Proposed Amendments (showing changes to the existing Articles of Association)
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146. The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the ~~Law~~Act:

(1) If, so long as any of the rights attached to any warrants issued by the Company to subscribe for shares of the Company shall remain exercisable, the Company does any act or engages in any transaction which, as a result of any adjustments to the subscription price in accordance with the provisions of the conditions of the warrants, would reduce the subscription price to below the par value of a share, then the following provisions shall apply:

(a) as from the date of such act or transaction the Company shall establish and thereafter (subject as provided in this Article) maintain in accordance with the provisions of this Article a reserve (the “**Subscription Rights Reserve**”) the amount of which shall at no time be less than the sum which for the time being would be required to be capitalised and applied in paying up in full the nominal amount of the additional shares required to be issued and allotted credited as fully paid pursuant to sub paragraph (c) below on the exercise in full of all the subscription rights outstanding and shall apply the Subscription Rights Reserve in paying up such additional shares in full as and when the same are allotted;

(b) the Subscription Rights Reserve shall not be used for any purpose other than that specified above unless all other reserves of the Company (other than share premium account) have been extinguished and will then only be used to make good losses of the Company if and so far as is required by law;

Article No.	Proposed Amendments (showing changes to the existing Articles of Association)
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(c) upon the exercise of all or any of the subscription rights represented by any warrant, the relevant subscription rights shall be exercisable in respect of a nominal amount of shares equal to the amount in cash which the holder of such warrant is required to pay on exercise of the subscription rights represented thereby (or, as the case may be the relevant portion thereof in the event of a partial exercise of the subscription rights) and, in addition, there shall be allotted in respect of such subscription rights to the exercising warrant holder, credited as fully paid, such additional nominal amount of shares as is equal to the difference between:

(i) the said amount in cash which the holder of such warrant is required to pay on exercise of the subscription rights represented thereby (or, as the case may be, the relevant portion thereof in the event of a partial exercise of the subscription rights); and

(ii) the nominal amount of shares in respect of which such subscription rights would have been exercisable having regard to the provisions of the conditions of the warrants, had it been possible for such subscription rights to represent the right to subscribe for shares at less than par and immediately upon such exercise so much of the sum standing to the credit of the Subscription Rights Reserve as is required to pay up in full such additional nominal amount of shares shall be capitalised and applied in paying up in full such additional nominal amount of shares which shall forthwith be allotted credited as fully paid to the exercising warrant holders; and

**Article No. Proposed Amendments (showing changes to the existing Articles of Association)**

(d) if, upon the exercise of the subscription rights represented by any warrant, the amount standing to the credit of the Subscription Rights Reserve is not sufficient to pay up in full such additional nominal amount of shares equal to such difference as aforesaid to which the exercising warrant holder is entitled, the Board shall apply any profits or reserves then or thereafter becoming available (including, to the extent permitted by law, share premium account) for such purpose until such additional nominal amount of shares is paid up and allotted as aforesaid and until then no dividend or other distribution shall be paid or made on the fully paid shares of the Company then in issue. Pending such payment and allotment, the exercising warrant holder shall be issued by the Company with a certificate evidencing his right to the allotment of such additional nominal amount of shares. The rights represented by any such certificate shall be in registered form and shall be transferable in whole or in part in units of one share in the like manner as the shares for the time being are transferable, and the Company shall make such arrangements in relation to the maintenance of a register therefor and other matters in relation thereto as the Board may think fit and adequate particulars thereof shall be made known to each relevant exercising warrant holder upon the issue of such certificate.

147. The Board shall cause true accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place, and of the property, assets, credits and liabilities of the Company and of all other matters required by the ~~Law~~Act or necessary to give a true and fair view of the Company's affairs and to explain its transactions.

Article No.	Proposed Amendments (showing changes to the existing Articles of Association)
152.	<p>(1) At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall <u>by ordinary resolution</u> appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.</p> <p>(2) The Members may, at any general meeting convened and held in accordance with these Articles, by <u>ordinary</u> <del>special</del> resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.</p>
153.	Subject to the <del>Law</del> <u>Act</u> the accounts of the Company shall be audited at least once in every year.
154.	The remuneration of the Auditor shall be fixed by <del>the Company in</del> <u>ordinary resolution passed at a general meeting</u> or in such manner as the Members may <u>by ordinary resolution</u> determine.
155.	<u>The Directors may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Directors under this Article may be fixed by the Board. Subject to Article 152(2), an Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Article 152(1) at such remuneration to be determined by the Members under Article 154. If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed.</u>

<b>Article No.</b>	<b>Proposed Amendments (showing changes to the existing Articles of Association)</b>
162.	<p>(1) <del>The</del> <u>Subject to Article 162(2), the</u> Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.</p> <p>(2) <del>A</del> <u>Unless otherwise provided by the Act, a</u> resolution that the Company be wound up by the court or be wound up voluntarily shall be a special resolution.</p>
162(2).	<p>If the Company shall be wound up (whether the liquidation is voluntary or by the court) the liquidator may, with the authority of a special resolution and any other sanction required by the <del>Law</del> <u>Act</u>, divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of properties of one kind or shall consist of properties to be divided as aforesaid of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of the Members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability.</p>
<u>164A.</u>	<p><u>Unless otherwise determined by the Directors, the financial year of the Company shall end on the 31st day of December in each year.</u></p>

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## NOTICE OF ANNUAL GENERAL MEETING

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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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of Golden Wheel Tiandi Holdings Company Limited (the “**Company**”) will be held at 28/F, Golden Wheel Plaza, 68 Electric Road, Tin Hau, Hong Kong on Monday, 29 May 2023 at 10:00 a.m. for the purposes of considering and transacting the following ordinary businesses:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries, the directors’ report and the auditor’s report for the year ended 31 December 2022.
2. (i) To re-elect the following persons as directors of the Company (“**Directors**”), each as a separate resolution:
  - A. To re-elect Mr. Wong Kam Fai as an executive Director.
  - B. To re-elect Mr. Suwita Janata as a non-executive Director.
  - C. To re-elect Mr. Wong Cho Kei, Bonnie as an independent non-executive Director.
  - D. To re-elect Ms. Wong Lai Ling as an independent non-executive Director.
- (ii) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors for the year ending 31 December 2023.
3. To re-appoint KPMG as auditor of the Company for the ensuing year and to authorise the Board to fix its remuneration.



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## NOTICE OF ANNUAL GENERAL MEETING

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and, as ordinary businesses, to consider and, if thought fit, pass the following resolutions (with or without modifications) as ordinary resolutions:

4. **“THAT:**

- (a) subject to paragraph (c) of this resolution below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) of resolution No. 5 below) of all powers of the Company to issue, allot and deal with additional shares in the capital of the Company (the “**Shares**”) and to make or grant offers, agreements and options (including bonds and debentures/securities convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall authorise the Directors during the Relevant Period (as defined in paragraph (c) of resolution No. 5 below) to make or grant offers, agreements and options (including bonds and debentures/securities convertible into Shares) to subscribe for Shares which would or might require the exercise of such power after the end of the Relevant Period (as defined in paragraph (c) of resolution No. 5 below);
- (c) the aggregate number of Shares issued, allotted and dealt with and agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined hereinafter), or (ii) the exercise of the rights of subscription or conversion under the terms of any securities of the Company which carry the right to subscribe or are convertible into Shares, or (iii) the exercise of options which may be granted under any share option scheme of the Company, or (iv) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be issued pursuant to the approval in paragraph (a) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, or in any territory applicable to the Company).”

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## NOTICE OF ANNUAL GENERAL MEETING

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5. **“THAT:**

- (a) subject to paragraph (b) of this resolution below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) of this resolution below) of all powers of the Company to repurchase securities of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares repurchased by the Company pursuant to paragraph (a) of this resolution above during the Relevant Period (as defined in paragraph (c) of this resolution below) shall not exceed 10% of the total number of Shares in issue as at the date of passing of this resolution provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be purchased pursuant to the approval in paragraph (a) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and
- (c) for the purpose of resolutions No. 4 and 5, “**Relevant Period**” means the period from the passing of resolutions No. 4 and 5 until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company; or
  - (ii) the revocation or variation of resolutions No. 4 or 5 by an ordinary resolution of shareholders of the Company in general meeting.”

and, as special business, to consider and, if thought fit, pass the following resolution (with or without modifications) as ordinary resolution:

6. **“THAT** conditional upon resolutions No. 4 and 5 above being passed, the total number of Shares which shall have been repurchased by the Company under the authority granted to the Directors as mentioned in resolution No. 5 above (up to the maximum of 10% of the total number of issued Shares as stated in resolution No. 5 above) shall be added to the total number of Shares that may be allotted, issued or otherwise dealt with, or agreed conditionally and unconditionally to be allotted, issued or otherwise dealt with, by the Directors pursuant to resolution No. 4 above.”

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## NOTICE OF ANNUAL GENERAL MEETING

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### SPECIAL RESOLUTION

7. To consider as special business and, if thought fit, pass the following resolution as a special resolution:

“**THAT** 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**”), a copy of which has been produced to this meeting and marked “A”, be and is hereby approved and adopted in substitution for, and to the exclusion of, the existing amended and restated memorandum of association and the existing articles of association of the Company and that any one of the Directors of the Company be and is hereby authorised to do all things necessary to implement the adoption of the New Memorandum and Articles of Association and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong.”

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

Hong Kong, 20 April 2023

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting convened by this notice is entitled to appoint a proxy or proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy together with a power of attorney or other authority, if any, under which it is signed or certified by a notary or an official copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked. The form of proxy must be signed by the appointor or his attorney authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
3. To ascertain shareholders’ eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 22 May 2023 to Monday, 29 May 2023, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Friday, 19 May 2023.

The record date for such purposes is Monday, 29 May 2023.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Share as if he were solely entitled to vote; but if more than one of such joint holders be present at any meeting personally or by proxy, one of the said persons so present being the most, or as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand in the register of members of the Company in respect of the relevant joint holding.
5. With regard to resolution No. 4 above, the Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the general mandate to be granted under resolution No. 4 above.
6. References to time and dates in this notice are to Hong Kong time and dates.

*As at the date of this notice, the Board of directors of the Company consists of 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; Ms. Wong Lai Ling, Mr. Wong Cho Kei, Bonnie and Mr. Li Sze Keung as Independent Non-Executive Directors.*