

This announcement is for information purposes only, and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company nor does it constitute an offer to sell or the solicitation of an offer to acquire, purchase or subscribe for any securities in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Neither this announcement nor anything herein forms the basis for any contract or commitment whatsoever. Neither this announcement nor any copy hereof may be taken into or distributed in the United States or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The securities referred to herein have not been and will not be registered under the Securities Act, or the securities laws of any other jurisdiction, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the company making the offer and its management and financial statements. The Company does not intend to make any public offering of securities in the United States.



GOLDEN WHEEL TIANDI HOLDINGS COMPANY LIMITED

金輪天地控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1232)

- (1) PROPOSED RESTRUCTURING INVOLVING, AMONG OTHERS,
(A) THE SCHEME
(B) CONNECTED TRANSACTION – ISSUE OF NEW NOTES AND
PROVISION OF FINANCIAL ASSISTANCE
(C) CONNECTED TRANSACTION – ISSUE OF NEW SHARES UNDER
SPECIFIC MANDATE
(D) CONNECTED TRANSACTION AND VERY SUBSTANTIAL
DISPOSAL
AND
(2) PROPOSED SHARE CONSOLIDATION AND CHANGE IN
BOARD LOT SIZE**

Financial adviser to the Company



THE PROPOSED RESTRUCTURING

As set out in those Announcements, the Company proposed to implement the Proposed Restructuring through the Scheme. As at the date of this announcement, holders representing approximately 94.06% of the aggregate outstanding principal amount of the Existing Debt Instruments have acceded to the RSA. By such accession, the Participating Creditors have undertaken to take all such actions as are necessary to, among other things, vote in favour of the Scheme in respect of the aggregate outstanding principal amount of the Existing Debt Instruments held by them at the Record Time at the Scheme Meeting.

The Proposed Restructuring involves, among others, (a) the Scheme, (b) the issue of New Notes and provision of financial assistance, (c) the issue of New Shares under a Specific Mandate, and (d) the Transfer.

THE SCHEME

As part of the restructuring consideration and in exchange for the discharge and release of the Group's obligations under the Existing Debt Instruments in accordance with the Scheme, New Notes and New Shares will be issued to the Scheme Creditors on the RED.

THE ISSUE OF NEW NOTES AND PROVISION OF FINANCIAL ASSISTANCE

Subject to the occurrence of the RED, the Issuer will issue the New Notes in an aggregate principal amount equal to the outstanding principal amount of the Existing Debt Instruments held by the Scheme Creditors as at the Record Time, which is expected to be US\$506,662,503.

The Issuer is a company which will be incorporated in the BVI and wholly-owned by the Company. As part of the Proposed Restructuring, (i) the Company proposed to transfer the entire equity interest of the Specified Assets as at the RED to Golden Wheel Diamond as an asset holding company, and in return Golden Wheel Diamond will allot and issue its shares to the Company; and (ii) the Company will then transfer 95% of the interest of Golden Wheel Diamond held by it to the Issuer, and in return the Issuer will allot and issue its shares to the Company. Golden Wheel Diamond will be owned as to 95% by the Issuer and 5% by the Company.

The New Notes, unless redeemed in accordance with the relevant terms, will mature in 5 years from the RED. Interest on the New Notes will begin to accrue from and including the RED at 1% per annum and payable annually in arrears subject to the terms of the New Notes.

Pursuant to the New Notes, the Company shall enter into a management service agreement, pursuant to which the Company shall provide a performance guarantee that prior to the sale of such Specified Asset, the annual rental income generated from such Specified Asset for each fiscal year ending after the RED shall be no less than 70% of the rental income of the Specified Assets for the fiscal year ending on or immediately before the RED (for further details, please refer to the section headed "The issue of New Notes and provision of financial assistance – Management service agreement" in this announcement). The Performance Guarantee constitutes financial assistance provided by the Company to the Issuer Group.

THE ISSUE OF NEW SHARES

Subject to the occurrence of the RED, the Company will issue the New Shares to the Scheme Creditors allocated pro rata to all accrued and unpaid interest (excluding any default or penalty interest) on such Existing Debt Instruments up to (but excluding) 30 June 2024 held by the Scheme Creditors as at the Record Time, which is expected to be US\$94,031,167 (subject to final determination of the Scheme Creditors' claims by the chairperson of the Scheme Meeting).

A total of 305,196,000 New Shares (or 30,519,600 New Shares assuming the Share Consolidation becomes effective) is expected to be issued representing approximately 16.96% of the existing issued share capital of the Company as at the date of this announcement and approximately 14.50% of the issued share capital of the Company as enlarged by the allotment and issue of the New Shares.

THE TRANSFER

As part of the Proposed Restructuring, the Issuer Subsidiaries (which holds the Specified Assets) will be transferred to the Issuer by the Group. The Issuer will allot and issue its shares to the Company. No proceeds will be received by the Group from the Transfer.

Pursuant to the Scheme, the Ad Hoc Group shall be entitled to nominate three directors to the board of directors of the Issuer and each Issuer Subsidiary and a legal representative to each Issuer Subsidiary established in the PRC. The Company will be entitled to nominate one director to the board of directors of each of the Issuer and Issuer Subsidiaries with each of such boards comprising four directors.

Immediately after the appointment of the directors nominated by the Ad Hoc Group, the Company will cease to control the board of the Issuer and the Issuer Subsidiaries. Therefore, despite the Company continuing to be indirectly interested in 100% of the Issuer immediately after the Transfer, the members of the Issuer Group will cease to be subsidiaries of the Company as an accounting treatment and the financial results of the Issuer Group (excluding the Excluded Assets) will no longer be consolidated into the financial statements of the Company.

The Issuer Group will continue to operate its businesses and its owned properties will be held for development, sale or investment purposes. The shares of members of the Issuer Group and/or assets of the Issuer Group may be sold after the Transfer so the cash generated from the operations of the Issuer Group and disposal of its assets (including the Specified Assets but excluding the Excluded Assets) can be used to repay the New Notes in accordance with the terms of the New Notes and the Scheme.

PROPOSED SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

The Board also proposes to implement the Share Consolidation on the basis that every ten (10) issued and unissued Shares of par value of US\$0.01 each in the share capital of the Company will be consolidated into one (1) Consolidated Share of par value of US\$0.10 each.

The Existing Shares are currently traded on the Stock Exchange in board lot size of 2,000 Existing Shares. The Board proposes to change the board lot size for trading from 2,000 Existing Shares to 8,000 Consolidated Shares per board lot upon the Share Consolidation becoming effective.

LISTING RULES IMPLICATIONS

As at the date of this announcement, the Wong Family was interested in Existing Notes of approximately US\$14,471,929, Mr. Suwita Janata was interested in Existing Notes of approximately US\$215,333 and Mr. Gunawan Kiky was interested in Existing Notes of approximately US\$4,385,999. Mr. Wong Yam Yin, Mr. Wong Kam Fai, Mr. Wong Kam Keung, Barry are each executive Directors and Mr. Suwita Janata and Mr. Gunawan Kiky are each non-executive 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 who jointly controlled in addition the exercise of approximately 1.65% voting rights at the general meetings of the Company. Thus, Mr. Wong Yam Yin, Mr. Wong Kam Fai, Mr. Wong Kam Keung, Barry, the Wong Family, Mr. Suwita Janata and Mr. Gunawan Kiky are each connected persons of the Company under Chapter 14A of the Listing Rules. In turn, due to their interest in the Scheme as Participating Creditors directly or interest in Participating Creditors, each of the issue of New Notes, provision of financial assistance, issue of New Shares and the Transfer constitutes a connected transaction for the Company and is subject to the reporting, announcement, circular and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The issue of the New Notes is conditional upon, among others, the passing of the necessary resolution by the Independent Shareholders at the AGM. The provision of the Performance Guarantee under the proposed management service agreement constitutes financial assistance provided by the Company to the Issuer Group under Rule 14.04(1)(e) of the Listing Rules. As the highest applicable percentage ratio (as defined in the Listing Rules) in respect of the Performance Guarantee exceeds 25% but is less than 75%, the provision of the Performance Guarantee also constitutes a major transaction for the Company pursuant to Rule 14.06(3) of the Listing Rules.

The issue of New Shares will be issued under the Specific Mandate to be sought from the Shareholders at the AGM. The issue of New Shares is conditional upon, among others, the Listing Committee of the Stock Exchange granting the listing of, and the permission to deal in, the New Shares.

As the highest applicable percentage ratio (as defined in the Listing Rules) in respect of the Transfer exceeds 75%, the Transfer also constitutes a very substantial disposal for the Company pursuant to Rule 14.06(4) of the Listing Rules.

GENERAL

An Independent Board Committee comprising all the independent non-executive Directors will be established to consider, and to advise the Independent Shareholders regarding the issue of New Notes, provision of financial assistance, issue of New Shares and the Transfer and the transactions contemplated thereunder, and as to whether each of the issue of New Notes, provision of financial assistance, issue of New Shares and the Transfer are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole. An Independent Financial Adviser will be appointed to advise the Independent Board Committee and the Independent Shareholders in this regard.

An AGM will be convened and held for the Shareholders to consider and, if thought fit, to approve by way of poll, among others, the issue of New Notes, provision of financial assistance, issue of New Shares, the Transfer, the Share Consolidation and the transactions contemplated thereunder.

Expected time for despatch of the Circular

A Circular containing, among other things, further details of the issue of New Notes, provision of financial assistance, issue of New Shares, the Transfer, the Share Consolidation, the Change in Board Lot Size and other information as required under the Listing Rules, and the notice convening the AGM will be despatched to the Shareholders.

Taking into account the time anticipated for preparing the necessary information for inclusion in the Circular, it is expected that the Circular shall be despatched to the Shareholders on or before 28 March 2025. If there is any delay in despatch of the Circular beyond 28 March 2025, the Company will make further announcement(s) as appropriate in accordance with the requirements of the Listing Rules.

Completion of the transactions set out in this announcement is subject to the fulfilment or waiver of the conditions precedent as set out in this announcement. The transactions set out in this announcement may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company. If they are in any doubt, they should consult their professional advisers.

Reference is made to the Announcements.

THE PROPOSED RESTRUCTURING

As set out in those Announcements, the Company proposed to implement the Proposed Restructuring through the Scheme. As at the date of this announcement, holders representing approximately 94.06% of the aggregate outstanding principal amount of the Existing Debt Instruments have acceded to the RSA. By such accession, the Participating Creditors have undertaken to take all such actions as are necessary to, among other things, vote in favour of the Scheme in respect of the aggregate outstanding principal amount of the Existing Debt Instruments held by them at the Record Time at the Scheme Meeting.

The Proposed Restructuring involves, among others, (a) the Scheme, (b) the issue of New Notes and provision of financial assistance, (c) the issue of New Shares under a Specific Mandate, and (d) the Transfer.

The Proposed Restructuring is conditional upon the following conditions being satisfied, or waived (as applicable), prior to or on the RED:

- (a) the obtaining of all relevant regulatory, corporate and any other third party approvals or other consents (including any necessary shareholders approval that may be required under the Listing Rules applicable for a very substantial disposal transaction) as are necessary for the Proposed Restructuring to take effect, including without limitation,
 - (i) approval in-principle or conditional approval for the listing and quotation of the New Notes on the SGX-ST or another internationally recognized exchange;
 - (ii) listing approval or conditional listing approval and unconditional shareholders' approval for the New Shares to be issued; and
 - (iii) any board approvals of the Company and its subsidiaries that may be required to consummate the Proposed Restructuring;
- (b) the obtaining of the relevant court sanction order(s) in respect of the Scheme and the Scheme becoming effective in accordance with its terms;
- (c) the settlement in full of all professional fees associated with the Proposed Restructuring that the Company is obligated to pay;
- (d) payment of the consent fee to the Participating Creditors in accordance with the terms of the RSA;
- (e) each major restructuring document being in agreed form;
- (f) the Company announcing the date set for the RED;

- (g) compliance by the Company with the terms of the Term Sheet in all material aspects; and
- (h) the satisfaction of each of the other conditions precedent contained in the scheme documents relating to the Scheme.

The RED shall occur on a date to be publicly announced by the Company after the above conditions having been satisfied or waived (as applicable), and in any event on or prior to the Longstop Date.

As at the date of this Announcement, none of the conditions above had been satisfied or waived (as applicable).

This announcement sets out further details on the Scheme and the key terms of the issue of New Notes, provision of financial assistance, the issue of New Shares under a Specific Mandate and the Transfer in connection with the Proposed Restructuring as well as the proposed Share Consolidation and Change in Board Lot Size.

THE SCHEME

Restructuring consideration

As part of the restructuring consideration and in exchange for the discharge and release of the Group's obligations under the Existing Debt Instruments in accordance with the Scheme, New Notes and New Shares will be issued to the Scheme Creditors on the RED.

Under the Proposed Restructuring, the proposed value of each Scheme Creditor's entitlement for the purpose of distribution of the restructuring consideration and the corresponding restructuring consideration are as follows:

The value of each Scheme Creditor's entitlement		Form of restructuring consideration
1	The Existing Principal Amount	New Notes will be issued in an aggregate principal amount equal to the Existing Principal Amount held as at the Record Time
2	The Accrued Interest	New Shares will be issued and allocated pro rata to the Accrued Interest of the Existing Debt Instruments held as at the Record Time

Status

As at the date of this announcement, a convening hearing in respect of the Scheme, at which an order will be sought from the Hong Kong High Court to convene the Scheme Meeting for the purpose of Scheme Creditors considering and, if thought fit, approving (with or without modification) the Scheme, is scheduled to be heard before the Court at 10:00 a.m. (Hong Kong time) on 12 March 2025.

Information on the existing debt under the Scheme and debtholders

The Scheme Creditors comprise the persons who hold beneficial interests as principal (or, with respect to the Existing Loan, legal and beneficial interest) the following instruments as at the Record Time for the Scheme:

- (a) facility entered into by the Company as guarantor in respect of a US\$50,000,000 term loan facility made by certain financial institutions as lenders, of which the aggregate principal amount of US\$40,000,000 is outstanding as at the date of the RSA (i.e. the Existing Loan); and
- (b) the New York law-governed 10.0% senior notes due April 2025 issued by the Company, of which the aggregate principal amount of US\$466,662,503 is outstanding as at the date of the RSA (i.e. the Existing Notes).

As at the date of this announcement, the Wong Family was interested in Existing Notes of approximately US\$14,471,929, Mr. Suwita Janata was interested in Existing Notes of approximately US\$215,333 and Mr. Gunawan Kiky was interested in Existing Notes of approximately US\$4,385,999. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement and except as noted above, each of the Scheme Creditors was independent of (i) the Company; and (ii) connected persons of the Company. The Company does not expect that any additional creditors to be included in the Scheme (if any) would be a connected person of the Company.

Accordingly, the Wong Family, Mr. Suwita Janata and Mr. Gunawan Kiky (including companies owned by them) and other Scheme Creditors will be issued New Notes and New Shares as part of the Scheme as further discussed below. Based on their respective interests in Existing Notes discussed above and assuming the Share Consolidation becomes effective, the Wong Family, Mr. Suwita Janata and Mr. Gunawan Kiky are expected to be allotted and issued a total of 925,075 New Shares, 13,765 New Shares and 280,362 New Shares, respectively, under the Scheme.

THE ISSUE OF NEW NOTES AND PROVISION OF FINANCIAL ASSISTANCE

The issue of New Notes

Subject to the occurrence of the RED, the Issuer will issue the New Notes in an aggregate principal amount equal to the outstanding principal amount of the Existing Debt Instruments held by the Scheme Creditors as at the Record Time, which is expected to be US\$506,662,503.

The Issuer is a company which will be incorporated in the BVI and wholly-owned by the Company. As part of the Proposed Restructuring, (i) the Company proposed to transfer the entire equity interest of the Specified Assets as at the RED to Golden Wheel Diamond as an asset holding company, and in return Golden Wheel Diamond will allot and issue its shares to the Company; and (ii) the Company will then transfer 95% of the interest of Golden Wheel Diamond held by it to the Issuer, and in return the Issuer will allot and issue its shares to the Company. Golden Wheel Diamond will be owned as to 95% by the Issuer and 5% by the Company. Under the terms of the Term Sheet, in the event that the RED has not occurred by 30 September 2025, the Company shall procure that an amount equal to 95% of the Net Cash Proceeds generated from GW Binary Star and GW New Metro during the period from 1 October 2025 to the RED be deposited in a designated account on or prior to the RED solely for the repayment of the New Notes.

In the event that all assets of the Issuer Group are disposed of within the 5 years tenor period of the New Notes and all relevant Net Cash Proceeds are insufficient for full redemption of the New Notes, then any outstanding principal amount of the New Notes shall be cancelled, all accrued and unpaid interest on the New Notes shall be waived under the terms of the New Notes (for further details, please refer to item (c) in the paragraph headed ‘Designated Account, Cash Sweep and Mandatory Redemption’ below). Otherwise, in the event that the Issuer fails to redeem the New Notes within the 5 years tenor period, it would constitute an event of default under the New Notes and holders of the New Notes may claim against the Issuer and the Issuer Group in accordance with the terms of the New Notes and related security documents including the guarantees and collateral mentioned below. The Group (excluding the Issuer Group) has no obligations in respect to the repayment of the New Notes, notwithstanding its undertaking to pay the Issuer as described in the paragraph headed “Company’s undertaking for repayment of Project Loan” below, which is expected to be a source of fund for the Issuer to repay the New Notes.

The following is a summary of the principal terms of the New Notes.

Issuer	:	The Issuer
Original Issue Date	:	Expected to be the RED
Total Issue Size	:	US\$506,662,503, being the expected outstanding principal amount of the Existing Debt Instruments held by all Scheme Creditors as at the Record Time
Tenor	:	5 years from the original issue date

Interest	:	The New Notes will bear interest from and including the RED or from the most recent interest payment date to which interest has been paid or duly provided for, payable annually in arrears, at 1% per annum, either in cash or in kind at the election of the Issuer, subject to the terms and conditions of the New Notes.
New Notes Subsidiary Guarantees	:	The New Notes Subsidiary Guarantors shall guarantee the obligations of the Issuer under the New Notes. The Issuer and the relevant New Notes Subsidiary Guarantor shall use reasonable endeavors to complete any registration or procure the completion of any registration in the PRC (to the extent required) with respect to such guarantees to be provided.
Collateral	:	The New Notes shall initially be secured by the following collateral on a <i>pari passu</i> basis: • first ranking security over all shares of the Golden Wheel Diamond held by the Company and the Issuer as of the RED • first ranking security over all shares of the New Notes Subsidiary Guarantors held by the Issuer or another New Notes Subsidiary Guarantor • first ranking mortgage over GW Binary Star and GW New Metro

- Designated Account, Cash Sweep and Mandatory Redemption** :
- (a) 95% of the Net Cash Proceeds generated from the Specified Assets on or after the RED, including those from the operations of and disposal of the Specified Assets, shall be deposited into a designated offshore bank account as soon as reasonably practicable and within 90 days of receipt of such Net Cash Proceeds by any member of the Issuer Group, subject to compliance with applicable laws, rules, regulations, policies or measures and the receipt of all relevant regulatory, judicial and/or governmental approvals (as applicable). The Issuer shall procure to remit the remaining 5% of the Net Cash Proceeds to the Company for repayment of the Project Loan for so long as the Project Loan remains outstanding. After the full repayment of the Project Loan and release of the mortgage over GW International Plaza, the Company may use the remaining 5% of the Net Cash Proceeds at its sole discretion.
- (b) Any Net Cash Proceeds in the designated account shall, within 45 days after such proceeds have been deposited into the designated account in accordance with (a) above (such 45-day period, the “**Allocation Period**”), be used to: (1) pay the principal of and/or interest on, the New Notes, in each case, that has become due and payable or will become due and payable during the Allocation Period, or (2) redeem the New Notes at a redemption price equal to 100% of the principal amount of the New Notes redeemed plus accrued and unpaid interest on the New Notes redeemed up to but excluding the relevant redemption date in accordance with the terms of the New Notes, to the effect that upon such allocation, the Net Cash Proceeds in the designated account shall be reduced to zero; provided, however, that the Issuer may, but shall not be obligated to, use such Net Cash Proceeds in accordance with this paragraph (b) if the total Net Cash Proceeds in the designated account as of the beginning of the Allocation Period does not exceed RMB17 million or its dollar equivalent.

- (c) After (i) all funds in the designated account and the required proportion of all Net Cash Proceeds that have not been deposited in the designated account have been used for the payment of interest on and principal of the New Notes or redemption of the New Notes in accordance with the terms of the indenture governing the New Notes; and (ii) disposal of all assets in the Issuer Group (including but not limited to the Specified Assets but excluding the equity interest in the Issuer Subsidiaries and Excluded Assets, any outstanding principal amount of the New Notes shall be cancelled, all accrued and unpaid interest on the New Notes shall be waived and no New Notes shall remain outstanding.

Optional Redemption	:	The Issuer may at its option redeem the New Notes at any time, in whole or in part, at a redemption price equal to 100% of the principal amount of the New Notes plus accrued and unpaid interest up to but excluding the relevant redemption date of the New Notes redeemed.
Events of Default	:	The events of default under the New Notes are expected to include, default in the payment of principal of the New Notes, default in the payment of interest on any Notes, defaults in the performance of or breaches any other covenant or agreement under the indenture governing the New Notes and default by the Company of the guarantee provided by the Company, subject to qualifiers, thresholds and carve-outs to be agreed.
Corporate Governance and Excluded Assets	:	The Ad Hoc Group shall be entitled to nominate three directors to the board of the Issuer and each Issuer Subsidiary and a legal representative to each Issuer Subsidiary incorporated in the PRC. For so long as the New Notes are outstanding, the nominated directors shall be entitled to certain rights to, among others, supervise the relevant asset manager in connection to the daily operation of and any sale, transfer or other disposition of one or more Specified Assets on or after the issue date of the New Notes by the Issuer and Issuer Subsidiaries, as well as certain rights to monitor cash sweep, redemption or repurchase of the New Notes by the Issuer and Issuer Subsidiaries.

The Company shall be entitled to appoint one director to the board of each of the Issuer and Issuer Subsidiaries. The board of directors of each of the Issuer and Issuer Subsidiaries shall comprise four directors and the quorum for a meeting of such board is three.

In the event that the New Notes is fully redeemed or otherwise cancelled, the nomination rights of the Ad Hoc Group will immediately terminate and the composition of the directors to the board of each of the Issuer and Issuer Subsidiaries may be changed in accordance with applicable laws and their respective constitutional documents.

The Excluded Assets (or the right of use or other economic interest in the Excluded Assets) have been disposed of or pledged to or may be disposed of or pledged to third parties. The Issuer Group shall not be entitled to any economic interest in the Excluded Assets, and shall not be liable for any cost or expenses (including any tax payment or tax liability) related to the disposal or release of the Excluded Assets.

Transfer Restrictions : The New Notes and the New Notes Subsidiary Guarantees will not be registered under the Securities Act or any securities law of any state or other jurisdiction of the United States, and may not be offered or sold within the United States (as defined in Regulation S under the Securities Act) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

Ranking of the New Notes : The New Notes are general obligations of the Issuer and are guaranteed by the New Notes Subsidiary Guarantors on a senior basis, subject to certain limitations.

The New Notes will (a) rank senior in right of payment to obligations of the Issuer expressly subordinated in right of payment to the New Notes; (b) rank at least *pari passu* in right of payment with all unsecured, unsubordinated indebtedness of the Issuer (subject to any priority rights of such unsecured, unsubordinated indebtedness pursuant to applicable law); and (c) be effectively subordinated to the other secured obligations, if any, of the Issuer to the extent of the value of the assets serving as security therefor (other than certain collateral securing the New Notes).

Listing : The Issuer will apply for the listing and quotation of the New Notes on the SGX-ST or another internationally recognized exchange.

Management service agreement

In connection to the Scheme, the Company shall enter into a management service agreement for a period of three years with a property manager (which may be an affiliate of the Company or an independent third party designated by the Company) and the company holding the relevant Specified Asset on or prior to the RED. Pursuant to this agreement, the Company shall provide a performance guarantee (the “**Performance Guarantee**”) that prior to the sale of such Specified Asset, the annual rental income generated from such Specified Asset for each fiscal year ending after the RED shall be no less than 70% of the rental income of the Specified Assets for the fiscal year ending on or immediately before the RED (the “**Guaranteed Income Amount**”). If the actual annual rental income generated from such Specified Asset for a fiscal year is less than the Guaranteed Income Amount, the Company shall pay the shortfall amount to the relevant holding company of such Specified Asset within 10 days after the finalization of the audit report for such fiscal year of such holding company. The audit report for a fiscal year for each company holding a Specified Asset shall be finalized within 30 days after the end of such fiscal year. The Performance Guarantee constitutes financial assistance provided by the Company to the Issuer Group.

The Performance Guarantee is not for a fixed period but instead will continue until the sale of the Specified Assets and as long as the management service agreement subsists. If the management service agreement expires, the parties will negotiate on whether the management service agreement (including the Performance Guarantee) should be renewed. The historical annual rental income of the Specified Assets for the years ended 31 December 2022 and 2023 was approximately RMB64 million and RMB57 million, respectively.

If the actual annual rental income for such Specified Asset for a fiscal year is at least 10% higher than the rental income of the Specified Assets for the fiscal year ending on or immediately before the RED, the relevant holding company of such Specified Asset shall pay an incentive to the property manager equal to 10% times the result of the actual annual rental income of the Specified Assets minus the rental income of the Specified Assets for the fiscal year ending on or immediately before the RED. Notwithstanding the foregoing, the Company shall not be responsible for any negative impact on rental income by any force majeure event (i.e. events that prevent the relevant party from performing its obligations by any reason beyond such party's control which is expected to include, among others, acts of God, flood, pandemic, epidemic, war (whether declared or undeclared), terrorism, riot, rebellion and civil commotion).

The company holding the relevant Specified Asset shall have the right to terminate the relevant management service agreement in order to facilitate the sale of a Specified Asset or when the performance guarantee is breached.

Company's undertaking for repayment of Project Loan

There is an existing loan facility entered into between the Company and financial institution (i.e. the Project Loan), which is secured by, among others, a mortgage over GW International Plaza. The Company will continue to repay the Project Loan with the Group's internal resources. In accordance with the Term Sheet, the Company will provide an undertaking to the Scheme Creditors in connection with the Project Loan.

Pursuant to the undertaking, the Company will repay, refinance or extend or procure the repayment, refinancing or extension of the Project Loan in full and procure the release of all security interest on the GW International Plaza granted to secure the Project Loan within 36 months after the RED.

In the event that (a) the Company fails to repay, refinance or extend or procure the repayment, refinancing or extension of the Project Loan within 36 months after the RED such that the security interest on the GW International Plaza granted for the benefit of the Project Loan is not fully released within such period, or (b) the GW International Plaza has been disposed of by the Project Loan lender as a result of an enforcement action (each of (a) and (b), a "**Triggering Event**"), the Company shall remit or procure the remittance of an amount equal to, in the case of (a), any amount that remains payable under the Project Loan or, in the case of (b), the amount of Net Cash Proceeds from disposal of the GW International Plaza used to repay the Project Loan, to the designated account within 10 Business Days after the occurrence of a Triggering Event, provided that if the aggregate amount outstanding under the Project Loan is equal to or less than RMB50 million at the end of the 36th month after the RED in the case of (a), the Company shall have a 6-month grace period to repay, refinance or extend or procure the repayment, refinancing or extension of the Project Loan in full and procure the release of the security interest on the GW International Plaza granted to secure the Project Loan.

On each anniversary of the issue date of the New Notes, in the event that any Net Cash Proceeds generated from GW International Plaza are used for repayment of the Project Loan during the 12-month period immediately preceding such anniversary, the Company shall pay or procure the payment of an amount equal to 95% of such amount to the Issuer during the 12-month period immediately preceding such anniversary. This amount will be used for repayment of the principal and/or interest on the New Notes. The Company undertakes to procure that at least 90% of the net proceeds generated from a certain project held by the Group will be used to repay the Project Loan.

THE ISSUE OF NEW SHARES

Subject to the occurrence of the RED, the Company will issue the New Shares to the Scheme Creditors allocated pro rata to all accrued and unpaid interest (excluding any default or penalty interest) on such Existing Debt Instruments up to (but excluding) 30 June 2024 held by the Scheme Creditors as at the Record Time, which is expected to be US\$94,031,167 (subject to final determination of the Scheme Creditors' claims by the chairperson of the Scheme Meeting).

A total of 305,196,000 New Shares (or 30,519,600 New Shares assuming the Share Consolidation becomes effective) is expected to be issued representing approximately 16.96% of the existing issued share capital of the Company as at the date of this announcement and approximately 14.50% of the issued share capital of the Company as enlarged by the allotment and issue of the New Shares.

The New Shares have an aggregate nominal value of US\$3,051,960 prior to the Share Consolidation and market value of HK\$18,311,760 based on the closing price of HK\$0.060 per Share as quoted on the Stock Exchange on the date of this announcement.

Issue price of the New Shares

Pursuant to the Scheme, the Company will issue the New Shares to Scheme Creditors at an exchange price of approximately HK\$2.397 per New Share.

Such price represents:

- (i) a premium of approximately 3,587.69% to the closing price of HK\$0.065 per Share as quoted on the Stock Exchange on the date of the RSA;
- (ii) a premium of approximately 3,895.0% to the closing price of HK\$0.060 per Share as quoted on the Stock Exchange on the date of this announcement;
- (iii) a premium of approximately 3,766.13% to the average closing price of approximately HK\$0.062 per Share as quoted on the Stock Exchange for the five consecutive trading days of the Shares immediately preceding the date of this announcement;

- (iv) a premium of approximately 3,895.0% to the average closing price of approximately HK\$0.060 per Share as quoted on the Stock Exchange for the ten consecutive trading days of the Shares immediately preceding the date of this announcement;
- (v) a premium of approximately 4,105.26% to the average closing price of approximately HK\$0.057 per Share as quoted on the Stock Exchange for the thirty consecutive trading days of the Shares immediately preceding the date of this announcement; and
- (vi) a premium of approximately 2,227.18% to the unaudited net asset value per Share of approximately HK\$0.103, which is calculated based on the unaudited consolidated net assets attributable to owners of the Company of approximately RMB173,439,000 (equivalent to approximately HK\$185,579,730) as at 30 June 2024 extracted from the interim report of the Company for the six months ended 30 June 2024 divided by 1,799,020,000 issued Shares as at the date of this announcement.

The exchange price of New Shares was determined after arm's length negotiation between the Company and the Ad Hoc Group having considered, and with reference to, among others, (i) the issuance of New Shares representing approximately 14.50% of all the issued ordinary shares of the Company on a fully diluted basis being accepted as one of the feasible ways of implementing the Proposed Restructuring; and (ii) the amount of Accrued Interest which is expected to be settled by in exchange for the issue of New Shares.

The net price per New Share after the deduction of the relevant expenses incidental to the Scheme is estimated to be approximately HK\$2.39 per Share.

The issue of the New Shares is to set off the Accrued Interest in accordance with the Scheme. As such, no proceeds will be received by the Company from the issue of the New Shares.

Based on the above reasons, the Board (excluding the independent non-executive Directors whose view will be set out in the letter from the Independent Board Committee included in the Circular) believe that the terms of the Proposed Restructuring (including the Scheme, issue of New Notes, provision of financial assistance, issue of New Shares and the Transfer), including the relevant bases and premiums to the market price of the New Shares, is fair and reasonable.

Specific Mandate

The New Shares will be issued under the Specific Mandate to be sought from the Shareholders at the AGM. The issue of the New Shares is conditional upon, among others, the passing of the necessary resolutions by the Independent Shareholders at the AGM and the Listing Committee of the Stock Exchange granting the listing of, and the permission to deal in, the New Shares.

Conditions to the issue of New Shares

The issue of New Shares is conditional upon the following conditions being satisfied:

- (a) the conditions precedent to the Proposed Restructuring having been satisfied (or waived);
- (b) the passing of necessary resolutions by the Independent Shareholders at the AGM approving the issue of New Shares and the transactions contemplated thereunder; and
- (c) the granting of the approval for the listing of and permission to deal in the New Shares by the Listing Committee of the Stock Exchange.

The issue of New Shares will not occur if any of the conditions above is not satisfied. As at the date of this announcement, none of the conditions has been satisfied.

Completion date

The New Shares shall be allotted and issued in accordance with the Scheme on the RED.

Application for listing

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the New Shares.

Ranking of the New Shares

The New Shares, when allotted and issued, will be free of all encumbrances and rank *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the New Shares.

Effects on the shareholding structure of the Company

The table below illustrates the shareholding structure of the Company: (a) as at the date of this announcement; (b) assuming immediately upon the Share Consolidation becoming effective; and (c) assuming the Share Consolidation becoming effective and immediately upon the allotment and issue of the New Shares. The table further assumes that there is no other change in the issued share capital of the Company or the interests of the connected persons of the Company in the Existing Notes from the date of this announcement up to the date of the issue of the New Shares:

	As at the date of this announcement		Immediately upon the Share Consolidation becoming effective		Assuming the Share Consolidation becoming effective and immediately upon the allotment and issue of the New Shares	
	<i>Number of Shares interested</i>	<i>Approx. %</i>	<i>Number of Shares interested</i>	<i>Approx. %</i>	<i>Number of Shares interested</i>	<i>Approx. %</i>
Wong Family ^{Note 1}	736,475,600	40.94	73,647,560	40.94	74,572,635	35.44
Tjie Tjin Fung ^{Note 2}	80,268,950	4.46	8,026,895	4.46	8,026,895	3.81
Suwita Janata ^{Note 3}	128,539,400	7.14	12,853,940	7.14	12,867,705	6.12
Gunawan Kiky ^{Note 4}	86,360,950	4.80	8,636,095	4.80	8,916,457	4.24
Other Shareholders	767,375,100	42.66	76,737,510	42.66	106,037,908	50.39
	1,799,020,000	100	179,902,000	100	210,421,600	100

Notes:

- (1) Shares owned by the Wong Family consist of:
 - (i) 706,785,600 shares held by Golden Wheel Realty Company Limited, a company controlled by Mr. Wong Yam Yin and his family. Mr. Wong Yam Yin and Ms. Hung So Ling are husband and wife. Mr. Wong Kam Fai and Mr. Wong Kam Keung, Barry are sons of Mr. Wong Yam Yin and Ms. Hung So Ling. Mr. Wong Yam Yin, Mr. Wong Kam Fai, Mr. Wong Kam Keung, Barry are each executive Directors; and
 - (ii) 29,690,000 Shares jointly owned by Mr. Wong Kam Fai and Mr. Wong Kam Keung, Barry.
- (2) Shares owned by Mr. Tjie Tjin Fung consist of 80,268,950 shares held by Chun Hung Investments Limited, a company owned by Mr. Tjie Tjin Fung and his family.
- (3) Shares owned by Mr. Suwita Janata consist of:
 - (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 Ms. Julia Oscar. Mr. Suwita Janata is the husband of Ms. Julia Oscar and a brother-in-law of Mr. Wong Yam Yin.
- (4) Shares owned by Mr. Gunawan Kiky consist of:
 - (i) 80,268,950 shares held by Fire Spark Holdings Limited, a company owned by Mr. Gunawan Kiky and his family, and
 - (ii) 6,092,000 shares held by Mr. Gunawan Kiky.

However, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, based on the disclosure of interests filings on the Company that were publicly available on the Disclosure of Interests Online (DION) System, except for the Wong Family (including company which it controls, Golden Wheel Realty Company Limited) and Mr. Suwita Janata, no Scheme Creditor had reported any notifiable interest in 5% or more of the shares of the Company under Part XV of the SFO.

THE TRANSFER

As part of the Proposed Restructuring, the Issuer Subsidiaries (which holds the Specified Assets) will be transferred to the Issuer by the Group. The Issuer will allot and issue its shares to the Company. No proceeds will be received by the Group from the Transfer. As the Transfer is for purposes of facilitating the Proposed Restructuring, the Directors (excluding the independent non-executive Directors whose view will be set out in the letter from the Independent Board Committee included in the Circular) believe that the terms of the Proposed Restructuring (including the Scheme, issue of New Notes, provision of financial assistance, issue of New Shares and the Transfer) are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Pursuant to the Scheme, the Ad Hoc Group shall be entitled to nominate three directors to the board of directors of the Issuer and each Issuer Subsidiary and a legal representative to each Issuer Subsidiary established in the PRC. The Company will be entitled to nominate one director to the board of directors of each of the Issuer and Issuer Subsidiaries with each of such boards comprising four directors.

Immediately after the appointment of the directors nominated by the Ad Hoc Group, the Company will cease to control the board of the Issuer and the Issuer Subsidiaries. Therefore, despite the Company continuing to be indirectly interested in 100% of the Issuer immediately after the Transfer, the members of the Issuer Group will cease to be subsidiaries of the Company as an accounting treatment and the financial results of the Issuer Group (excluding the Excluded Assets) will no longer be consolidated into the financial statements of the Company.

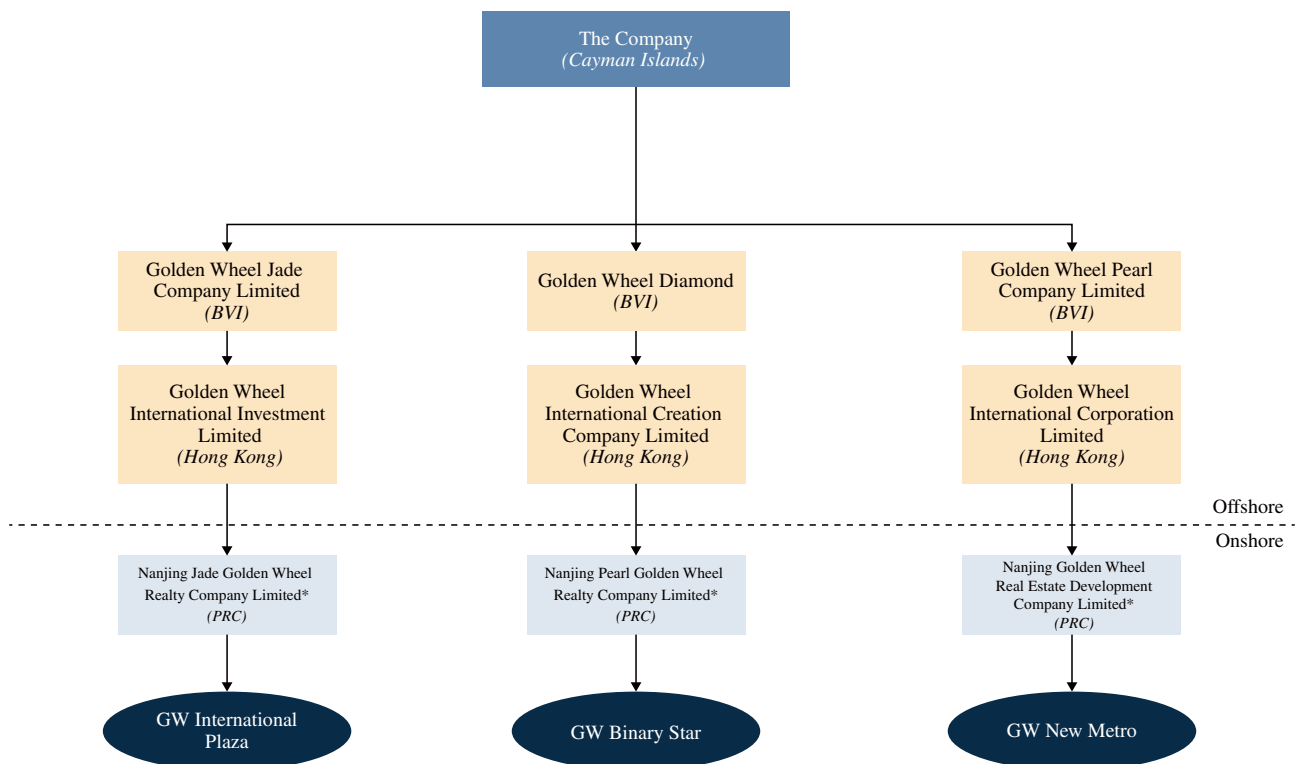
To provide greater flexibility to the Group, the Excluded Assets are not expected to be transferred out of the Issuer Group prior to or immediately after the completion of the Transfer. Under the terms of the New Notes, the Issuer Group shall not be entitled to any economic interest in the Excluded Assets, and shall not be liable for any cost or expenses (including any tax payment or tax liability) related to the disposal or release of the Excluded Assets. Upon completion of the Transfer, the Group (excluding the Issuer Group) will continue to be entitled to any economic interest in the Excluded Assets and responsible for any cost or expenses (including any tax payment or tax liability) related to the Excluded Assets. Based on the above, as agreed by the auditors of the Company, any income generated from and expenses incurred by the Excluded Assets will be treated as respective receipt and payment on behalf of the Group by the Issuer Group.

The Transfer is conditional upon the passing of the necessary resolution by the Independent Shareholders at the AGM and the satisfaction or waiver (as applicable) prior to or on the RED of the other conditions to the Proposed Restructuring as disclosed in the section headed “The Proposed Restructuring” in this announcement.

Information on the Issuer Group

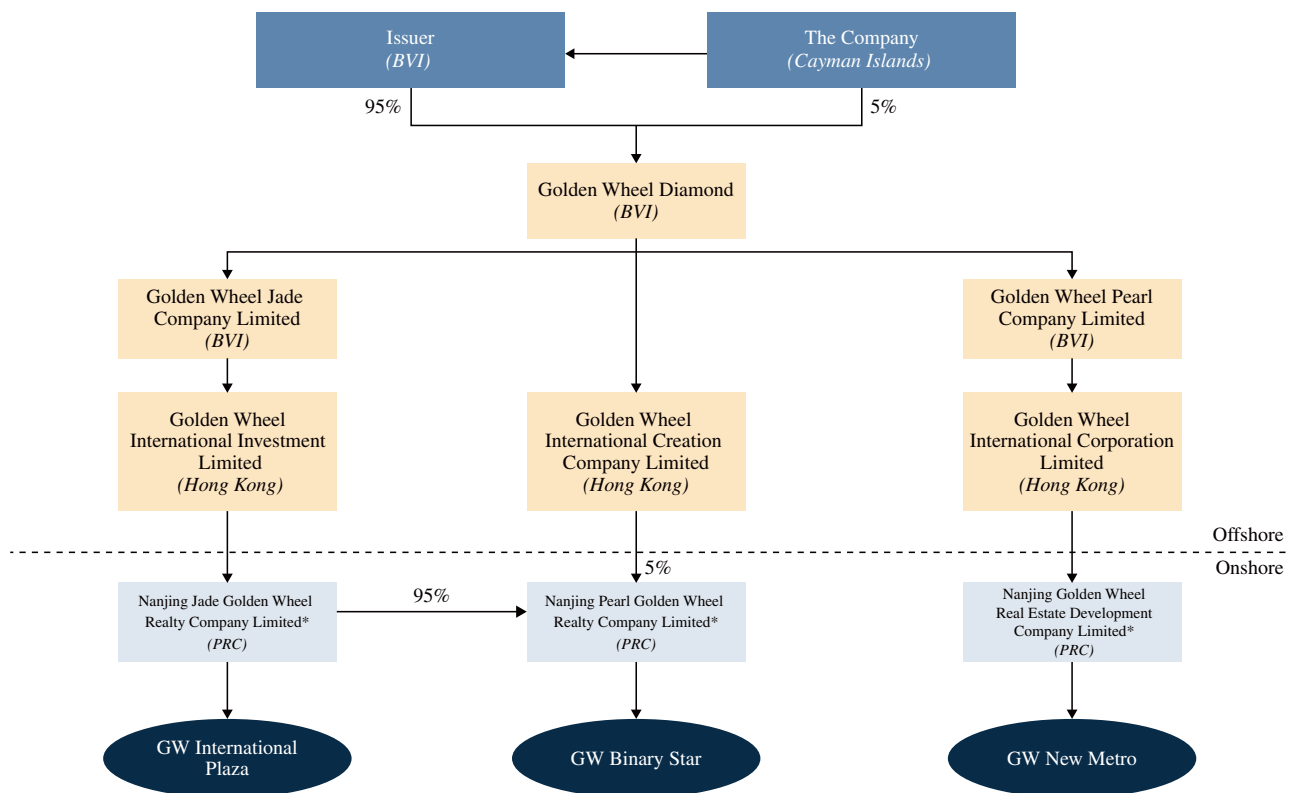
The following diagram illustrates a simplified shareholding structure of the Issuer Group as of the date of this announcement and after the Proposed Restructuring:

As at the date of this announcement:



Unless specified in percentage, the shareholding represents 100% ownership.

After the Proposed Restructuring:



Unless specified in percentage, the shareholding represents 100% ownership.

Notes:

- (1) Golden Wheel Diamond, Golden Wheel Jade Company Limited, Golden Wheel Pearl Company Limited are each companies incorporated in the BVI and principally engaged in investment holding.
- (2) Golden Wheel International Investment Limited, Golden Wheel International Creation Company Limited and Golden Wheel International Corporation Limited are each companies incorporated in Hong Kong and principally engaged in investment holding.
- (3) Nanjing Jade Golden Wheel Realty Company Limited* (南京翡翠金輪置業有限公司) is a company established in the PRC and principally engaged in property development and property leasing.
- (4) Nanjing Pearl Golden Wheel Realty Company Limited* (南京明珠金輪置業有限公司) is a company established in the PRC and principally engaged in property development and hotel operation.
- (5) Nanjing Golden Wheel Real Estate Development Company Limited* (南京金輪房地產開發有限公司) is a company established in the PRC and principally engaged in property development and property leasing.
- (6) Prior to the Proposed Restructuring, Golden Wheel International Investment Limited is also interested in certain other companies including but not limited to Zhuzhou Golden Wheel Real Estate Development Company Limited* (株洲金輪房地產開發有限公司) and Changzhou Peiling Real Estate Development Company Limited* (常州市沛凌房地產開發有限公司) which will not form part of the Issuer Group after the completion of the Proposed Restructuring.

- (7) GW International Plaza, GW Binary Star and GW New Metro are each a Specified Asset, details of which are set out in the paragraph headed “Information on the Specified Assets” below.

The Issuer Group will continue to operate its businesses and its owned properties will be held for development, sale or investment purposes after the Transfer. The shares of members of the Issuer Group and/or assets of the Issuer Group may be sold after the Transfer so the cash generated from the operations of the Issuer Group and disposal of its assets (including the Specified Assets but excluding the Excluded Assets) can be used to repay the New Notes in accordance with the terms of the New Notes and the Scheme.

Information on the Specified Assets

The specified assets of the Issuer Group for purposes of the Proposed Restructuring are the following initial assets held by three project companies (the “**Specified Assets**”):

Project	Name of project company	Ownership by the Group	GFA as at 30 June 2024 (sq.m.)	Description
GW International Plaza (金輪國際廣場商場)	Nanjing Jade Golden Wheel Realty Company Limited	100%	28,355.81	A shopping mall (-1~5F) located in 8 Hanzhong Road, Gulou District, Nanjing City, Jiangsu Province, the PRC
GW Binary Star (金輪雙子星廣場)	Nanjing Pearl Golden Wheel Realty Company Limited	100%	35,881.09	A shopping mall (-1~3F) and a hotel (4~16F) located in Shuanglong Avenue, Jiangning District, Nanjing City, Jiangsu Province, the PRC
GW New Metro (金輪新都滙)	Nanjing Golden Wheel Real Estate Development Company Limited	100%	18,356.3	A shopping mall (-1~4F) located in 1118 Shuanglong Avenue, Jiangning District, Nanjing City, Jiangsu Province, the PRC

Financial information of the Issuer Group

Set out below is the summary of certain key financial information of the Issuer Group, excluding the Excluded Assets, for each of the years ended 31 December 2022 and 2023 and the six months ended 30 June 2024:

	For the year ended 31 December 2022 (unaudited) RMB'000	2023 (unaudited) RMB'000	For the six months ended 30 June 2024 (unaudited) RMB'000
Revenue	101,763	97,760	45,891
Loss before taxation	1,346,326	64,747	293,633
Loss after taxation	1,363,760	26,963	211,986

The unaudited total assets, total liabilities and net assets of the Issuer Group as at 30 June 2024 according to its management accounts and excluding the Excluded Assets were approximately RMB2,781 million, RMB688 million and RMB2,093 million, respectively.

Financial effects of the Transfer and the Proposed Restructuring

Under the terms of the New Notes, the Issuer Group shall not be entitled to any economic interest in the Excluded Assets, and shall not be liable for any cost or expenses (including any tax payment or tax liability) related to the disposal or release of the Excluded Assets. After the Transfer, the Group will continue to be entitled to any economic interest in the Excluded Assets and responsible for any cost or expenses (including any tax payment or tax liability) related to the Excluded Assets.

Upon completion of the Transfer, the members of the Issuer Group will cease to be subsidiaries of the Company as an accounting treatment. As such, the financial information of the Issuer Group (excluding the Excluded Assets) will cease to be consolidated into the consolidated financial statements of the Group. As agreed by the auditors of the Company, the Issuer Group will be classified as financial assets at fair value through other comprehensive income in the consolidated financial statements of the Company.

Earnings

Upon the completion of the Transfer, it is expected to record an unaudited gain on deconsolidation of the Issuer Group (excluding the Excluded Assets) in the amount of approximately RMB1,604 million to the Group, calculated with reference to the difference between (i) the aggregate outstanding principal amount of the Existing Debt Instruments of approximately US\$507 million (approximately RMB3,642 million) as at the date of this announcement; (ii) the net asset value of the Specified Assets of approximately RMB1,988 million as at 30 June 2024; and (iii) the estimated taxation and transaction cost associated with the Transfer of approximately US\$7 million (approximately RMB50 million). The actual gain as a result of the Transfer to be recorded by the Group is subject to audit and will be determined as at the date of the completion of the Transfer.

Assets and liabilities

Upon the completion of the Proposed Restructuring, the Company will be fully discharged of the Group's obligations under the Existing Debt Instruments in accordance with the Scheme. The book value of the Company's liabilities that is expected to be discharged and released upon the Scheme becoming effective is approximately RMB4,318 million, calculated with reference to the sum of (i) the aggregate outstanding principal amount of the Existing Debt Instruments of approximately US\$507 million (approximately RMB3,642 million) as at the date of this announcement; and (ii) the Accrued Interest of approximately US\$94 million (approximately RMB676 million).

Having taken into account the unaudited net assets value of the Issuer Group (excluding the Excluded Assets) of RMB2,093 million as at 30 June 2024, it is estimated that upon completion of the Transfer, the total assets and total liabilities of the Group will be decreased by approximately RMB2,676 million and RMB4,281 million, respectively, and net assets of the Group will be increased by approximately RMB1,604 million.

Sufficiency of assets and operations of the Group after the Transfer

As at 30 June 2024, the Group had a total land bank of GFA of 779,728 sq.m., including 165,585 sq.m. of completed but unsold properties, 32,189 sq.m. of own used properties, 125,014 sq.m. of completed investment properties, 188,090 sq.m. of properties under development and 268,850 sq.m. of properties developed by joint venture and associate entities.

After the Transfer, the Group will continue to be engaged in property development, property leasing and hotel operation. Based on the total land bank as at 30 June 2024 and after the Transfer, the Group's total land bank is estimated to be approximately 697,135 sq.m. The total assets of the Group after the Transfer will amount to approximately RMB7,217 million, assuming the Transfer had completed on 30 June 2024. Such figure was derived from the interim report of the Company for the year ended 30 June 2024 and adjusted to take into account the effects of the Transfer on the assumption that it had been completed on 30 June 2024. Based on the above, the Directors are of the view that the Group has a sufficient level of assets and operations of sufficient value under Rule 13.24(1) of the Listing Rules after the Transfer.

INFORMATION ON THE COMPANY AND THE GROUP

The Company is an investment holding company, and its subsidiaries established in the PRC are primarily engaged in property development, property leasing and hotel operation.

Founded in 2012, the Company is based in Nanjing with a primary focus on the Chinese market, and has successfully extended its operations to eight cities spanning two provinces, including Nanjing, Yangzhou, Suzhou, Wuxi, Changzhou and Lianyungang in Jiangsu Province, as well as Changsha and Zhuzhou in Hunan Province. Adhering to the corporate culture of "making life more enjoyable through people-oriented principle, prudent yet enterprising spirit, integrity and pragmatism", the Company, as a builder, is full of enthusiasm and eager to create a harmonious, healthy and enjoyable life for people.

REASONS FOR AND BENEFITS OF THE POSSIBLE TRANSACTIONS IN CONNECTION WITH THE PROPOSED RESTRUCTURING

In recent years, the real estate market and financial landscape have undergone constant change, presenting significant challenges to sales and financing overall, as well as testing the cash flows of companies, including the Group's cash flows. In 2021 and 2022, the international political and economic situation was complex and volatile, coupled with the resurgence of the pandemic in many regions of the PRC, the domestic economy has taken a hard hit, especially in the segments of property development, property leasing and hotel operation which are the main businesses of the Group. In 2023, the sales of the real estate industry remained sluggish after a short boom in the first quarter, and the real estate market continued to decline thereafter. Although there is noticeable support from the central government policies to loosen regulations, the effect on the recovery of the real estate environment is limited in the short term. As a result of various challenges in the past few years, the business environment has been tough for real estate developers and operators in the PRC, including the Group. The Group's revenue has dropped approximately 10.2% from approximately RMB2,660 million in 2022 to approximately RMB2,388 million in 2023, and the downward trend continued from approximately RMB639 million in the first half of 2023 to approximately RMB430 million in the first half of 2024. The financial position of the Group has worsened due to heavy debt structure established in the past. The Group's gearing ratio (calculated by dividing the interest-bearing liabilities net of bank deposits and cash by the total equity) as at 31 December 2021, 2022 and 2023 was approximately 130.7%, 233.2% and 387.3%, respectively. Although the Group managed to reduce bank loans from approximately RMB1,904 million in 2022 to approximately RMB1,026 million in 2023, the finance costs, considering the Existing Notes, are still substantial to the Group. For the years ended 2021, 2022 and 2023, the Group's finance costs were approximately RMB255 million, RMB298 million and RMB319 million, respectively.

Due to the multiple uncertainties relating to going concern, the auditors of the Company had issued a disclaimer of opinion regarding the consolidated financial statements of the Group since the year ended 31 December 2022. Over the past two years, the Group failed to repay certain bank loans and interest on the Existing Notes, causing defaults that demanded immediate repayment. By the end of 2023, the Group also failed to pay accumulated interest on the Existing Notes and redeem a portion of their principal, triggering further defaults. The continuous disclaimer of opinion, along with the deteriorating financial position, has significantly hindered the Group's access to financing and refinancing from financial institutions.

Over the past months, the Company and its professional advisors have engaged in constructive dialogue with the Ad Hoc Group, being certain holders of the Existing Debt Instruments, with respect to the Proposed Restructuring. The Proposed Restructuring will alleviate the Company from the pressure of its offshore indebtedness, help the Company stabilise the position of the Group and formulate a long-term financially viable solution for the Group in the context of the recent period of unprecedented volatility in the market. It will also protect the legitimate rights and interests of creditors. On 21 November 2024, the Company entered into RSA

with, among others, the initial Participating Creditors. As set out in the interim report of the Group for the six months ended 30 June 2024, as at 30 June 2024, the Group had unaudited amount attributable to senior notes of approximately RMB3,325 million and bank loans of approximately RMB883 million, of which (i) approximately RMB595 million was classified as current liabilities and (ii) RMB288 million was classified as non-current liabilities. Further details of the indebtedness situation of the Company as at 30 June 2024 are set out in the interim report of the Group for the six months ended 30 June 2024 and published on the website of the Stock Exchange on 25 September 2024.

No net proceeds will be received by the Group from the distribution of the restructuring consideration (i.e. the issue of the New Notes and New Shares) or the Transfer. As mentioned previously, the Proposed Restructuring seeks to address the Existing Debt Instruments, comprising the Existing Notes and the Existing Loan, with an aggregate outstanding principal amount of approximately US\$506,662,503 as at the date of this announcement thereby reducing the overall liquidity pressure of the Group, enhancing its net asset value and improving the financial position of the Company. Details of the creditors of such indebtedness are set out in the section headed “The Scheme – Information on the existing debt under the Scheme and debtholders” in this announcement.

In addition, under the Proposed Restructuring, the Company will receive the remaining 5% of Net Cash Proceeds for repayment of the Project Loan and after release of the mortgage over GW International Plaza, the Company may use the remaining 5% of the Net Cash Proceeds at its sole discretion (for details, please refer to as the section headed “The issue of New Notes and provision of financial assistance – The issue of New Notes – Designated Account, Cash Sweep and Mandatory Redemption” in this announcement). Thus, taking into account above, and that (i) the historical annual rental income of the Specified Assets for the year ended 31 December 2022 and 2023 was approximately RMB64 million and RMB57 million, respectively; and (ii) the Company’s substantial experience in the real estate industry, the Company is also willing to provide the Performance Guarantee (which is estimated to be maximum amount of approximately RMB37 million) relating to the annual rental income generated from such Specified Asset for each fiscal year ending after the RED until the sale of such Specified Asset.

Having regard to the aforementioned, the Directors (excluding the independent non-executive Directors whose view will be set out in the letter from the Independent Board Committee included in the Circular) believe that the terms of the Proposed Restructuring (including the Scheme, issue of New Notes, provision of financial assistance, issue of New Shares and the Transfer) are on normal commercial terms, fair and reasonable, and the Proposed Restructuring is in the interests of the Company and the Shareholders as a whole.

PROPOSED SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

The Board also proposes to implement the Share Consolidation on the basis that every ten (10) issued and unissued Shares of par value of US\$0.01 each in the share capital of the Company will be consolidated into one (1) Consolidated Share of par value of US\$0.10 each.

Effects of the Share Consolidation

As at the date of this announcement, the authorised share capital of the Company is US\$30,000,000 divided into 3,000,000,000 Shares of US\$0.01 each, of which 1,799,020,000 Shares have been allotted and issued as fully paid or credited as fully paid. Upon the Share Consolidation becoming effective, on the basis that the Company does not allot, issue or repurchase any Shares prior thereto, the authorised share capital of the Company shall become US\$30,000,000 divided into 300,000,000 Consolidated Shares of US\$0.10 each, of which 179,902,000 Consolidated Shares will be in issue. Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other. Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders. The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Company.

Conditions Precedent to the Share Consolidation

The Share Consolidation shall be conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders to approve the Share Consolidation at the AGM;
- (ii) the Stock Exchange granting the approval for the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective; and
- (iii) the compliance with all relevant procedures and requirements under the laws of the Cayman Islands (if applicable) and the Listing Rules to effect the Share Consolidation.

As at the date of this announcement, none of the conditions above had been fulfilled. The Share Consolidation is expected to become effective on Tuesday, 20 May 2025 subject to the fulfillment of the above conditions.

Listing Application

An application will be made by the Company to the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.

All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC. No part of the equity or debt securities of the Company is listed or dealt in on any other stock exchanges other than the Stock Exchange and no such listing or permission to deal in is being or is currently proposed to be sought.

None of the Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time when the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal in is being or is proposed to be sought.

PROPOSED CHANGE IN BOARD LOT SIZE

Currently, the Shares are traded on the Stock Exchange in the board lot size of 2,000 Shares. The Board proposes to change the board lot size for trading from 2,000 Existing Shares to 8,000 Consolidated Shares per board lot upon the Share Consolidation becoming effective.

Based on the closing price of HK\$0.060 per Share (equivalent to the theoretical closing price of HK\$0.60 per Consolidated Share) as at the date of this announcement, (i) the value per board lot of 2,000 Existing Shares is HK\$120; (ii) the value of each board lot of 2,000 Consolidated Shares would be HK\$1,200 assuming the Share Consolidation becoming effective; and (iii) the estimated value per board lot of 8,000 Consolidated Shares would be HK\$4,800 on the assumption that the Change in Board Lot Size had also become effective.

For the avoidance of doubt, if the Share Consolidation is not approved at the AGM, the proposed Change in Board Lot Size will not become effective and the Shares will continue to be traded on the Stock Exchange in board lot of 2,000 Shares.

OTHER ARRANGEMENTS

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of existing share certificates held by such holder.

Odd lots arrangement and matching services

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company will appoint a securities firm to provide matching service, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Details of the odd lot arrangement will be set out in the Circular.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

Free exchange of Consolidated Shares' certificates

Subject to the Share Consolidation becoming effective, the Shareholders may during the period from Tuesday, 20 May 2025 to Wednesday, 25 June 2025 (both days inclusive) submit the existing share certificates in the colour of orange for the Shares 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 to exchange, at the expense of the Company, for new share certificates in the colour of yellow for the Consolidated Shares.

Thereafter, certificates of the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever is higher.

After 4:10 p.m. on Monday, 23 June 2025, existing share certificates for the Shares will only remain effective as documents of title and may be exchanged for certificates for Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

Adjustments in relation to other securities of the Company

The Share Option Scheme adopted by the Company on 10 December 2012 expired on 10 December 2022. As at the date of this announcement, there are no outstanding share options entitling the holders thereof to subscribe for any Existing Share under the Share Option Scheme.

The Company has no derivatives, options, warrants, other securities or conversion rights or other similar rights which are convertible or exchangeable into Shares as at the date of this announcement.

REASONS FOR THE SHARE CONSOLIDATION AND THE CHANGE IN BOARD LOT SIZE

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. The “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated in September 2024 (the “**Guide**”) has further stated that market price of the shares at a level less than HK\$0.10 will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules. It has also stated in the Guide that taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK\$2,000.

As at the date of this announcement, the closing price is HK\$0.060 per Share, with a board lot size of 2,000 Shares, which are trading under HK\$2,000 per board lot. For the purpose of complying with the trading requirements pursuant to the Listing Rules, implementing the Proposed Restructuring and reducing transaction and registration costs incurred by the Shareholders and investors of the Company, the Board proposes the Share Consolidation and the Change in Board Lot Size. It is expected that the Share Consolidation and the Change in Board Lot Size will bring about a corresponding upward adjustment in the trading price per board lot of the Consolidated Shares on the Stock Exchange, which will reduce the overall transaction and handling costs of dealings in the Shares. The Board considers that the Share Consolidation and the Change in Board Lot Size would maintain the trading amount for each board lot at a reasonable level in order to attract more investors.

The Board believes that the Share Consolidation and the Change in Board Lot Size will not have any material adverse effect on the financial position of the Group nor result in change in the relative rights of the Shareholders. In view of the above reasons, notwithstanding the potential costs and impact arising from the creation of odd lots to Shareholders, the Directors are of the view that the Share Consolidation and the Change in Board Lot Size are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Other corporate actions and fundraising activities in the next twelve months

As at the date of this announcement and except for the Proposed Restructuring, (i) the Company has no intention to carry out other corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation; and (ii) the Company does not have any other plan, arrangement, understanding or intention on any fund raising activities in the next 12 months. However, the Board cannot rule out the possibility that the Company will conduct equity fund raising exercises when suitable fund raising and/or investment opportunities arise in order to support future development of the Group. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

EXPECTED TIMETABLE

The expected timetable for the Share Consolidation and the Change in Board Lot Size is set out below. The expected timetable is subject to the results of the AGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced under a separate announcement by the Company as and when appropriate. All times and dates in this announcement refer to Hong Kong local times and dates.

Event	Time	Date 2025
Expected despatch date of the Circular, proxy form and notice of the AGM		On or before Friday, 28 March
Latest time and date for lodging transfer documents in order to qualify for attending and voting at the AGM	4:30 p.m.	Monday, 12 May
Closure of register of members for determining the entitlement to attend and vote at the AGM (both dates inclusive)		Tuesday, 13 May to Friday, 16 May
Latest time and date for lodging forms of proxy for the AGM	10:30 a.m.	Wednesday, 14 May
Expected time and date of the AGM	10:30 a.m.	Friday, 16 May
Announcement of the poll result of the AGM		Friday, 16 May

The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation and the Change in Board Lot Size as set out in this announcement.

Effective date of the Share Consolidation		Tuesday, 20 May
First day for free exchange of existing share certificates for new share certificates of the Consolidated Shares		Tuesday, 20 May
Commencement of dealings in the Consolidated Shares	9:00 a.m.	Tuesday, 20 May
Original counter for trading in the Existing Shares in board lots of 2,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m.	Tuesday, 20 May

Event	Time	Date 2025
Temporary counter for trading in the Consolidated Shares in board lots of 200 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m.	Tuesday, 20 May
Original counter for trading in the Consolidated Shares in board lots of 8,000 Consolidated Shares (in the form of new share certificates) re-opens	9:00 a.m.	Tuesday, 3 June
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) commences	9:00 a.m.	Tuesday, 3 June
Designated broker starts to stand in the market to provide matching services for the sale and purchase of odd lots of the Consolidated Shares	9:00 a.m.	Tuesday, 3 June
Designated broker ceases to stand in the market to provide matching services for the sale and purchase of odd lots of the Consolidated Shares	4:00 p.m.	Monday, 23 June
Temporary counter for trading in the Consolidated Shares in board lots of 200 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m.	Monday, 23 June
Parallel trading in Consolidated Shares (in the form of new share certificates and existing share certificates) end	4:10 p.m.	Monday, 23 June
Last day of free exchange of existing share certificates for new share certificates for the Consolidated Shares		Wednesday, 25 June

EQUITY FUNDRAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company has not carried out any equity fund raising activities in the past 12 months immediately before the date of this announcement.

LISTING RULES IMPLICATION

As at the date of this announcement, the Wong Family was interested in Existing Notes of approximately US\$14,471,929, Mr. Suwita Janata was interested in Existing Notes of approximately US\$215,333 and Mr. Gunawan Kiky was interested in Existing Notes of approximately US\$4,385,999. 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 who jointly controlled in addition the exercise of approximately 1.65% voting rights at the general meetings of the Company. Mr. Wong Yam Yin, Mr. Wong Kam Fai, Mr. Wong Kam Keung, Barry are each executive Directors and Mr. Suwita Janata and Mr. Gunawan Kiky are each non-executive Directors. Thus, Mr. Wong Yam Yin, Mr. Wong Kam Fai, Mr. Wong Kam Keung, Barry, the Wong Family, Mr. Suwita Janata and Mr. Gunawan Kiky are each connected persons of the Company under Chapter 14A of the Listing Rules. In turn, due to their interest in the Scheme as Participating Creditors directly or interest in Participating Creditors, each of the issue of New Notes, provision of financial assistance, issue of New Shares and the Transfer constitutes a connected transaction for the Company and is subject to the reporting, announcement, circular and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The issue of the New Notes is conditional upon, among others, the passing of the necessary resolution by the Independent Shareholders at the AGM. The provision of the Performance Guarantee under the proposed management service agreement constitutes financial assistance provided by the Company to the Issuer Group under Rule 14.04(1)(e) of the Listing Rules. As the highest applicable percentage ratio (as defined in the Listing Rules) in respect of the Performance Guarantee exceeds 25% but is less than 75%, the provision of the Performance Guarantee also constitutes a major transaction for the Company pursuant to Rule 14.06(3) of the Listing Rules.

The issue of New Shares will be issued under the Specific Mandate to be sought from the Shareholders at the AGM. The issue of New Shares is conditional upon, among others, the Listing Committee of the Stock Exchange granting the listing of, and the permission to deal in, the New Shares.

As the highest applicable percentage ratio (as defined in the Listing Rules) in respect of the Transfer exceeds 75%, the Transfer also constitutes a very substantial disposal for the Company pursuant to Rule 14.06(4) of the Listing Rules.

GENERAL

An Independent Board Committee comprising all the independent non-executive Directors will be established to consider, and to advise the Independent Shareholders regarding the issue of New Notes, provision of financial assistance, issue of New Shares and the Transfer and the transactions contemplated thereunder, and as to whether each of the issue of New Notes, provision of financial assistance, issue of New Shares and the Transfer are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole. An Independent Financial Adviser will be appointed to advise the Independent Board Committee and the Independent Shareholders in this regard.

An AGM will be convened and held for the Shareholders to consider and, if thought fit, to approve by way of poll, among others, the issue of New Notes, provision of financial assistance, issue of New Shares, the Transfer, the Share Consolidation and the transactions contemplated thereunder.

As at the date of this Announcement, the Wong Family, Mr. Suwita Janata and Mr. Gunawan Kiky was interested in 736,475,600 Shares, 128,539,400 Shares and 86,360,950 Shares, representing approximately 40.94%, 7.14% and 4.80% of the issued share capital of the Company, respectively. The Wong Family, Mr. Suwita Janata and Mr. Gunawan Kiky (including companies controlled by them) are each interested in Existing Notes and will be issued New Notes and New Shares as part of the Scheme. Accordingly, each of Mr. Wong Yam Yin, Mr. Wong Kam Fai, Mr. Wong Kam Keung, Barry, Mr. Suwita Janata and Mr. Gunawan Kiky, as a Director, has abstained from voting on (and has not been counted in the quorum for) the relevant Board resolutions for approving the issue of New Notes, provision of financial assistance, issue of New Shares and the Transfer. In addition, each of the Wong Family, Golden Wheel Realty Company Limited, Mr. Suwita Janata, Golden Era Forever Holding Company Limited, Golden Joy Forever Holding Company Limited, Mr. Gunawan Kiky and Fire Spark Holdings Limited are required to and will abstain from voting on the resolutions to be proposed at the AGM for approving the issue of New Notes, provision of financial assistance, issue of New Shares and the Transfer.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries and except for the Wong Family, Mr. Suwita Janata and Mr. Gunawan Kiky (including the above companies controlled by them) in relation to the resolutions approving the issue of New Notes, provision of financial assistance, issue of New Shares and the Transfer, no other Shareholder is required to abstain from voting for the resolutions at the AGM.

Except for Mr. Wong Yam Yin, Mr. Wong Kam Fai, Mr. Wong Kam Keung, Barry, Mr. Suwita Janata and Mr. Gunawan Kiky in relation to the resolutions approving the issue of New Notes, provision of financial assistance, issue of New Shares and the Transfer, none of the other Directors has a material interest in the above matters and, no other Director is required to abstain from voting on the board resolutions in relation to the issue of New Notes, provision of financial assistance, issue of New Shares, the Transfer, the Share Consolidation and the Change in Board Lot Size.

Expected time for despatch of Circular

A Circular containing, among other things, further details of the issue of New Notes, provision of financial assistance, issue of New Shares, the Transfer, the Share Consolidation, the Change in Board Lot Size and other information as required under the Listing Rules, and the notice convening the AGM will be despatched to the Shareholders.

Taking into account the time anticipated for preparing the necessary information for inclusion in the Circular, it is expected that the Circular shall be despatched to the Shareholders on or before 28 March 2025. If there is any delay in despatch of the Circular beyond 28 March 2025, the Company will make further announcement(s) as appropriate in accordance with the requirements of the Listing Rules.

WARNING

Completion of the transactions set out in this announcement is subject to the fulfilment or waiver of the conditions precedent as set out in this announcement. The transactions set out in this announcement may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company. If they are in any doubt, they should consult their professional advisers.

DEFINITIONS

In this announcement, the following expressions shall have the following meanings unless the context requires otherwise.

“Accrued Interest”	all accrued and unpaid interest (excluding any default or penalty interest) on such Existing Debt Instruments held by the Scheme Creditors up to (but excluding) 30 June 2024, which is expected to be US\$94,031,167
“Ad Hoc Group”	the ad hoc group of holders of the Existing Debt Instruments or investment managers or investment advisers to such holders who are advised by the advisers of the Ad Hoc Group as constituted from time to time in accordance with the RSA
“AGM”	the annual general meeting of the Company to be convened for the purposes of considering, and if thought fit, approving, among other matters, the issue of New Notes, provision of financial assistance, the issue of New Shares under Specific Mandate, the Transfer, the Share Consolidation and the transactions contemplated thereunder

“Announcements”	(1) the announcements of the Company dated 21 December 2021, 31 December 2021, 10 March 2022, 14 March 2022 and 13 April 2022 relating to the 10.0% senior notes due 2025 issued by the Company and the announcement of the Company dated 9 November 2022 relating to the default of interest payment; (2) the announcement of the Company dated 29 March 2023 concerning among others, the debt restructuring of the Existing Notes; (3) the announcement of the Company dated 21 November 2024 concerning among others, the enter into the RSA; and (4) the announcement of the Company dated 17 December 2024 and 20 December 2024 on the update to the Proposed Restructuring
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Business Day”	a day (other than a Saturday, Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted, “extreme condition” caused by super typhoons or on which a “black” rainstorm warning is issued between 9:00 a.m. and 5:00 p.m.) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change in Board Lot Size”	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 2,000 Existing Shares to 8,000 Consolidated Shares
“Consolidated Share(s)”	the ordinary share(s) of US\$0.10 each in the share capital of the Company upon the Share Consolidation becoming effective
“Circular”	the circular of the Company to be despatched to the Shareholders to provide, among other things, further details regarding the issue of New Notes, provision of financial assistance, issue of New Shares, the Transfer, the Share Consolidation and the Change in Board Lot Size

“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“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 (stock code: 1232)
“connected person”	has the meaning ascribed to it in the Listing Rules
“Director(s)”	the director(s) of the Company
“Excluded Assets”	collectively, (i) the shares in Xiamen International Bank Company Limited; (ii) a specific self-use office space; and (iii) six specified car parks, which are held by the Issuer Group as at the date of this announcement
“Existing Debt Instruments”	the Existing Notes and the Existing Loan
“Existing Loan”	the facility entered into by the Company as guarantor in respect of a US\$50,000,000 term loan facility made by certain financial institutions as lenders, of which the aggregate principal amount of US\$40,000,000 is outstanding as at the date of the RSA
“Existing Notes”	the New York law-governed 10.0% senior notes due April 2025 issued by the Company, of which the aggregate principal amount of US\$466,662,503 is outstanding as at the date of the RSA
“Existing Principal Amount”	the outstanding principal amount of the Existing Debt Instruments held by the Scheme Creditors at the Record Time
“Existing Shares”	ordinary share(s) of US\$0.01 each in the existing share capital of the Company before the Share Consolidation becomes effective
“General Rules of HKSCC”	General Rules of HKSCC published by the Stock Exchange and as amended from time to time
“Golden Wheel Diamond”	Golden Wheel Diamond Company Limited (金輪鑽石有限公司), a company incorporated in the British Virgin Islands with limited liability and a subsidiary of the Company prior to RED

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of the Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Operational Procedures”	the operational procedures of the HKSCC, containing the practices, procedures and administrative or other requirements relating to HKSCC’s services and the operations and functions of the systems established, operated and/or otherwise provided by or through HKSCC (including FINI and CCASS) as from time to time in force
“Hong Kong	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong High Court”	the High Court of Hong Kong and any court capable of hearing appeals therefrom
“Hong Kong Scheme”	the scheme of arrangement proposed by the Company to be effected pursuant to sections 670, 673 and 674 of the Companies Ordinance, for the purpose of implementing the Proposed Restructuring as contemplated under the RSA and the Term Sheet
“Hong Kong Scheme Creditors”	creditors of the Company that hold beneficial interest (or, with respect to the Existing Loan, legal and beneficial interest) as principal in any of the Existing Debt Instruments as at the Record Time
“Hong Kong Scheme Effective Date”	the date on which the Hong Kong sanction order is filed with the registrar of companies in the Hong Kong pursuant to section 673 of the Companies Ordinance at which time the Hong Kong Scheme shall become effective in accordance with its terms
“Independent Board Committee”	an independent board committee comprising the independent non-executive Directors to advise the Independent Shareholders as to the fairness and reasonableness of the issue of New Notes, provision of financial assistance, issue of New Shares and the Transfer and the transactions contemplated thereunder

“Independent Financial Adviser”	the independent financial adviser to the Independent Board Committee and the Independent Shareholders to be appointed in relation to the issue of New Notes, provision of financial assistance, issue of New Shares and the Transfer and the transactions contemplated thereunder
“Independent Shareholders”	the Shareholders other than (i) any Shareholder who has a material interest in the issue of New Notes, provision of financial assistance, issue of New Shares and the Transfer and the transactions contemplated thereunder and (ii) any Shareholders required to abstain from voting under the Listing Rules
“Issuer”	a company to be incorporated in the BVI for the purpose of holding the Issuer Group
“Issuer Group”	the Issuer and the Issuer Subsidiaries
“Issuer Subsidiaries”	the subsidiaries of the Issuer. For the avoidance of doubt, this excludes other companies which Golden Wheel International Investment Limited is interested in prior to the Proposed Restructuring other than Nanjing Jade Golden Wheel Realty Company Limited* (南京翡翠金輪置業有限公司)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Longstop Date”	means 31 December 2025 or such later date as may be agreed between the Company and the Majority Ad Hoc Group or the Majority Participating Creditors
“Majority Ad Hoc Group”	the member(s) of the Ad Hoc Group holding more than 50% of the aggregate outstanding principal amount of the Existing Debt Instruments held by the Ad Hoc Group at the relevant time
“Majority Participating Creditors”	at any time, Participating Creditors who hold (beneficially, as principal) an aggregate outstanding principal amount of more than 50% of the outstanding principal amount of the Existing Debt Instruments held in aggregate by all Participating Creditors at that time

“Net Cash Proceeds”	with respect to any Specified Asset, the cash proceeds generated from operations (including, among others, any rental income) or disposal in connection with such Specified Asset that is attributable to and actually received by the Issuer and/or its subsidiaries net of fees, expenses and other amounts specified under the terms of the New Notes
“New Notes”	the new notes in the expected aggregate principal amount of US\$506,662,503 to be issued by the Issuer as restructuring consideration under the Scheme
“New Notes Subsidiary Guarantor(s)”	means Golden Wheel Diamond, Golden Wheel Pearl Company Limited, Golden Wheel International Corporation Limited, Golden Wheel International Creation Company Limited, Golden Wheel International Investment Limited, Golden Wheel Jade Company Limited, Nanjing Golden Wheel Real Estate Development Company Limited* (南京金輪房地產開發有限公司), Nanjing Pearl Golden Wheel Realty Company Limited* (南京明珠金輪置業有限公司) and Nanjing Jade Golden Wheel Realty Company Limited* (南京翡翠金輪置業有限公司)
“New Notes Subsidiary Guarantor Pledgor(s)”	means Golden Wheel Diamond, Golden Wheel Pearl Company Limited, Golden Wheel International Corporation Limited, Golden Wheel International Creation Company Limited, Golden Wheel International Investment Limited and Golden Wheel Jade Company Limited
“New Shares”	the new Shares representing in aggregate approximately 14.50% of all the issued ordinary shares of the Company on an enlarged basis to be issued by the Company as restructuring consideration under the Scheme
“Participating Creditor(s)”	an initial Participating Creditor or an additional Participating Creditor under the terms of the RSA, but excludes any initial Participating Creditor or additional Participating Creditor that has exercised its right to terminate the RSA in accordance with its terms

“Performance Guarantee”	the performance guarantee provided by the Company under the proposed management service agreement as described in the section headed “The issue of New Notes and provision of financial assistance – Management service agreement” in this announcement
“PRC”	the People’s Republic of China, and for the purpose of this announcement, excluding Hong Kong, the Macao Special Administrative Region and Taiwan
“Project Loan”	loan facility entered into between the Company and financial institution and secured by among others, the GW International Plaza of which the aggregate outstanding principal amount is no more than HK\$272 million as of the RED
“Proposed Restructuring”	a consensual restructuring of the indebtedness of the Company and the Subsidiary Guarantors, to be conducted materially in the manner envisaged by, and materially on the terms set out in, the Term Sheet and which includes for purposes of this announcement, the Scheme, the issue of New Notes, provision of financial assistance, the issue of New Shares under a Specific Mandate and the Transfer
“Record Time”	the time designated by the Company for the determination of claims of the Scheme Creditors for the purposes of voting at each Scheme Meeting
“Restructuring Effective Date” or “RED”	has the meaning given to it in the Term Sheet, and shall be the day on which the restructuring consideration will be distributed to the Scheme Creditors, all the Existing Debt Instruments will be cancelled and all guarantees in connection with the Existing Debt Instruments will be released, and with all the conditions precedent to the Proposed Restructuring have been satisfied or waived by the Majority Ad Hoc Group or the Majority Participating Creditors (as the case may be)
“RSA”	the restructuring support agreement dated 21 November 2024 entered into by, among others, the Company, the initial Participating Creditors named therein as amended, supplemented and/or restated from time to time, including by accession or cessation of parties thereto

“Scheme”	the scheme of arrangement in Hong Kong (and/or other applicable jurisdictions), for the purpose of implementing the Proposed Restructuring as contemplated under the RSA and the Term Sheet
“Scheme Creditors”	the Hong Kong Scheme Creditors and any other creditors of the Company whose claims against the Company and the Subsidiary Guarantors are (or will be) the subject of any other Scheme
“Scheme Effective Date”	(i) the Hong Kong Scheme Effective Date and/or (ii) the date on which any Scheme (other than the Hong Kong Scheme) shall become effective in accordance with its terms
“Scheme Meeting”	a meeting of the Scheme Creditors whose claims against the Company are (or will be) the subject of the Scheme to vote on that Scheme convened pursuant to an order of the court (and any adjournment of such meeting)
“Securities Act”	the U.S. Securities Act of 1933, as amended from time to time
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Shares of par value of US\$0.01 each in the share capital of the Company into one (1) Consolidated Share of par value of US\$0.10 each
“Shareholder(s)”	holder(s) of Shares in the Company
“Shares”	the Existing Share(s) and/or the Consolidated Share(s) as the case may be
“Specific Mandate”	the specific mandate to be granted by the Independent Shareholders at the AGM to issue the New Shares
“Specified Asset(s)”	means the asset(s) listed in the section headed “The Transfer – Information on the Specified Assets” in this announcement
“sq.m.”	square meter
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Subsidiary Guarantors”	certain subsidiaries of the Company being guarantors under the Existing Notes
“Term Sheet”	the Term Sheet at Schedule 6 to the RSA, a redacted copy of which is attached as Appendix to the announcement of the Company dated 21 November 2024
“Transfer”	the proposed transfer of the Issuer Group (which holds the Specified Assets) by the Group for the benefit of the Scheme Creditors pursuant to the Scheme and in connection with the Proposed Restructuring
“United States”	The United States of America, its territories and possessions and all areas subject to its jurisdiction
“US\$”	United States dollar, the lawful currency of the United States of America
“WFOE(s)”	means Nanjing Golden Wheel Real Estate Development Company Limited* (南京金輪房地產開發有限公司), Nanjing Pearl Golden Wheel Realty Company Limited* (南京明珠金輪置業有限公司) and Nanjing Jade Golden Wheel Realty Company Limited* (南京翡翠金輪置業有限公司)
“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 the event of any inconsistencies between the Chinese and the English version, the latter shall prevail.

Unless otherwise indicated, in this announcement, translation of amounts in HK\$ into RMB have been made at the rate of HK\$1.07 to RMB1.00, HK\$ into US\$ have been made at the rate of HK\$7.78 to US\$1.00 and RMB into US\$ have been made at the rate of RMB7.19 to US\$1.00 for illustration purpose only. No representation is made that any amount in HK\$ could have been or could be converted at such respective rates or at all.

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

Hong Kong, 24 January 2025

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

** For identification purpose only*