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GOLDEN WHEEL TIANDI HOLDINGS COMPANY LIMITED

金輪天地控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1232)

**NOTICE OF RESTRUCTURING EFFECTIVE DATE
IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION
CAUSE NO. FSD 16 OF 2022 (IKJ)
IN THE MATTER OF SECTION 86 OF THE COMPANIES ACT
(2022 REVISION)
AND
IN THE MATTER OF
GOLDEN WHEEL TIANDI HOLDINGS COMPANY LIMITED
(金輪天地控股有限公司)**

This announcement is made by Golden Wheel Tiandi Holdings Company Limited (金輪天地控股有限公司) (the “**Company**”) pursuant to Rules 13.09(2) and 37.47(B) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the inside information provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Unless otherwise defined herein, terms used in this Notice have the same meanings as in the explanatory statement dated 2 March 2022 (as supplemented by the supplement to the explanatory statement dated 9 March 2022) (the “**Explanatory Statement**”) relating to the scheme of arrangement between the Company and the Scheme Creditors (as defined therein) under section 86 of the Companies Act (2022 Revision) (the “**Scheme**”) as sanctioned by an order of the Grand Court of the Cayman Islands dated 4 April 2022.

The Company is pleased to announce that:

- (i) each of the Restructuring Conditions has been satisfied and the Restructuring Effective Date occurred on 11 April 2022;
- (ii) on the Restructuring Effective Date: (a) the Existing Notes Global Notes (ISINs: XS2100655807, XS2199251823 and XS2348197554) have been cancelled; (b) the New Notes (ISINs: XS2468379297 (Regulation S) and XS2468837260 (IAI)) have been issued by the Company; and (c) the RSA Fees have been settled via the Clearing Systems;
- (iii) the Company has made an application to the Singapore Exchange Securities Trading Limited for the withdrawal of the listing of the Existing Notes and such withdrawal of listing has occurred on 12 April 2022. Neither the Company’s listing status on the Hong Kong Stock Exchange Limited nor its operations are affected;
- (iv) the New Notes have been listed on the Singapore Exchange Securities Trading Limited on 12 April 2022;
- (v) all Unadmitted Entitlements have been issued and delivered to the Holding Period Trustee, as trustee of such Trust Assets and the Holding Period Trustee has entered into the Holding Period Trust Deed pursuant to which it will hold such Trust Assets on trust for the Unadmitted Scheme Creditors in accordance with the terms of the Holding Period Trust Deed until the Holding Period Expiry Date;

- (vi) the Bar Time, which is the final deadline for the submission by Unadmitted Scheme Creditors of validly completed documentation necessary to receive their respective share of the Trust Assets in accordance with the terms of the Holding Period Trust Deed, will be 11 p.m. (Hong Kong time), the equivalent being 10 a.m. (Cayman Islands time), on 6 September 2022 (being the date falling 15 Business Days before the Holding Period Expiry Date). Any Scheme Creditor that has not already done this should refer to the Scheme Website and, in particular, the Account Holder Letter for further details; and
- (vii) the Holding Period Expiry Date is 28 September 2022, being 170 days after the Restructuring Effective Date, which date is the latest date on which the Trust Assets may be distributed in accordance with the terms of the Holding Period Trust Deed.

The Company would like to express its sincere gratitude to the Scheme Creditors for their generous support for the Restructuring and the Scheme. The Company would also like to thank its joint financial advisors, Guotai Junan Securities (Hong Kong) Limited and Alvarez & Marsal Corporate Finance Limited and its legal advisor, Linklaters and the other professional parties involved for their exemplary professionalism and tireless efforts which enabled the Company to present a comprehensive and balanced debt restructuring plan which has obtained support and approval from the Scheme Creditors.

For further information, please contact the Information Agent, the Company's joint financial advisors or legal advisor, in each case, using the contact details below:

Information Agent

D.F. King Ltd.

Address:

In Hong Kong: Suite 1601, Level 16, Central Tower, 28 Queen's Road Central, Central, Hong Kong

In London: 65 Gresham Street, London EC2V 7NQ

Phone: Hong Kong: (852) 3953 7231/London: (44) 20 7920 9700

Scheme Website: <https://sites.dfkingltd.com/goldenwheel>

Email: goldenwheel@dfkingltd.com

Joint Financial Advisors

Guotai Junan Securities (Hong Kong) Limited

Address: 27/F, Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong

Phone: (852) 2509 5465

Email: dcm.ferris@gtjas.com.hk

Alvarez & Marsal Corporate Finance Limited

Address: Room 405-7, 4/F, St. George's Building, 2 Ice House Street, Central, Hong Kong

Phone: (852) 3102 2600

Email: ProjectFerris@alvarezandmarsal.com

Legal Advisor

Linklaters

Address: 11th Floor, Alexandra House, Chater Road, Hong Kong SAR

Phone: (852) 2842 4888

Email: dlprojectferris@linklaters.com

Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

By Order of the Board

Golden Wheel Tiandi Holdings Company Limited

Wong Yam Yin

Chairman

Hong Kong, 13 April 2022

As at the date of this announcement, the Board of Directors of the Company consists of Mr. Wong Yam Yin, Mr. Wong Kam Fai, Mr. Wong Kam Keung, Barry, Mr. Tjie Tjin Fung, and Mr. Janata David as Executive Directors; Mr. Suwita Janata and Mr. Gunawan Kiky as Non-Executive Directors; Mr. Wong Ying Loi, Mr. Lie Tak Sen, Mr. Wong Cho Kei, Bonnie and Mr. Li Sze Keung as Independent Non-Executive Directors.