

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an offer to sell or the solicitation of an offer to acquire, purchase or subscribe for any securities in Hong Kong, the PRC or the United States or 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, and neither this announcement nor anything herein forms the basis for any contract or commitment whatsoever.

*This announcement is not for distribution, directly or indirectly, in or into the United States. This announcement and the information contained herein does not constitute or form part of an offer to sell securities in the United States. Securities may not be offered or sold in the United States unless registered pursuant to the U.S. Securities Act of 1933 (the “**Securities Act**”), or pursuant to an applicable exemption from such registration requirement. Any public offering of securities to be made in the United States will be made by means of a prospectus that will contain detailed information about our company and management, as well as financial statements. The securities referred to herein have not been and will not be registered under the Securities Act and no public offering of securities will be made in the United States. No money, securities or other consideration is being solicited by this announcement or the information contained herein and, if sent in response to this announcement or the information contained herein, will not be accepted.*



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)

**MAXIMUM PURCHASE AMOUNT WITH RESPECT TO
THE TENDER OFFER FOR
THE OUTSTANDING US\$300,000,000 8.25% SENIOR NOTES
DUE 2019 OF THE COMPANY**

Reference is made to the announcement made by the Company on February 25, 2019 in relation to the Tender Offer (the “**Tender Offer Announcement**”). Capitalized terms used in this announcement but not otherwise defined herein shall have the same meanings as those defined in the Tender Offer Announcement.

BACKGROUND

The Company is commencing the Tender Offer as part of the Refinancing pursuant to which the Company expects to issue, on or prior to the Payment Date, the New Notes on terms and conditions reasonably satisfactory to the Company.

As disclosed in the Tender Offer Announcement, the Company proposes to accept for purchase the Notes in a cash amount subject to the net proceeds to be received from the New Notes Issuance (the “**Maximum Acceptance Amount**”) on the terms and subject to the conditions contained in the Tender Offer Memorandum.

On February 25, 2019, the Company entered into a purchase agreement with BOCI Asia Limited, Haitong International Securities Company Limited, The Hongkong and Shanghai Banking Corporation Limited, Guotai Junan Securities (Hong Kong) Limited, Founder Securities (Hong Kong) Capital Company Limited, Orient Securities (Hong Kong) Limited, Zhongtai International Securities Limited, pursuant to which such initial purchasers agreed to purchase from the Company New Notes in an aggregate principal amount of US\$160 million, subject to the terms and conditions therein.

The Noteholders are hereby reminded that the Maximum Acceptance Amount may be increased or reduced at the Company’s sole discretion. The Company reserves the right, in its sole and absolute discretion, to purchase the Notes in excess of or below the Maximum Acceptance Amount, or to not purchase any Notes, subject to applicable law.

If the aggregate principal amount of the Notes validly tendered exceeds the final Maximum Acceptance Amount, the Company will, subject as set out below, accept such Notes on a pro rata basis such that the aggregate principal amount of the Notes accepted for purchase does not exceed the final Maximum Acceptance Amount. See the section headed “The Tender Offer – Maximum Acceptance Amount and Scaling” in the Tender Offer Memorandum for details.

Subject to applicable law, the Company may, in its sole discretion, extend, amend or terminate the Tender Offer as provided in the Tender Offer Memorandum. Furthermore, the Company may, in its sole discretion extend, amend or terminate the Tender Offer if any of the Conditions has not been satisfied or waived on or prior to the Payment Date. Details of any such extension, amendment or termination will be announced as provided in the Tender Offer Memorandum as soon as reasonably practicable after the relevant decision is made. Additionally, the Company reserves the right, in its sole and absolute discretion not to accept any tender of Notes.

The Company has expressed no opinion with respect to the Tender Offer. None of the Company, BOCI Asia Limited (the “**Lead Dealer Manager**”) and Haitong International Securities Company Limited (the “**Co-Dealer Manager**”, together with the Lead Dealer Manager, the “**Dealer Managers**”), D.F. King Ltd. (the “**Information and Tender Agent**”), DB Trustees (Hong Kong) Limited (the “**Trustee**”) or any of their respective affiliates makes any recommendation as to whether or not any Noteholder should tender its Notes pursuant to the Tender Offer. Each Noteholder must make its own decision as to whether or not to tender its Notes in connection with the Tender Offer and if so, as to how many Notes to tender.

The Tender Offer is not being made, and will not be made, directly or indirectly, in or into, or by use of the mail of, or by any means or instrumentality of interstate or foreign commerce of or of any facilities of a national securities exchange of, the United States. Accordingly, copies of this announcement and the Tender Offer Memorandum and any other documents or materials relating to the Tender Offer are not being, and must not be, directly or indirectly mailed or otherwise transmitted, distributed or forwarded from, within or into the United States. Any purported tender of Notes in the Tender Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Notes made by a person located in the United States or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from the United States will be invalid and will not be accepted.

MAXIMUM ACCEPTANCE AMOUNT

The Maximum Acceptance Amount is US\$138 million.

FURTHER INFORMATION

The Company has retained BOCI Asia Limited as the Lead Dealer Manager, Haitong International Securities Company Limited as the Co-Dealer Manager, and D.F. King Ltd. as the Information and Tender Agent in relation to the Tender Offer.

All documentation regarding the Tender Offer, together with any updates, are available via the Tender Offer website: <https://sites.dfkingltd.com/goldenwheel>.

THE LEAD DEALER MANAGER

BOCI Asia Limited
1 Garden Road
20/F, Bank of China Tower
Central, Hong Kong
Attn: Head of Debt Capital Markets
Tel: +852 3988 6910

THE CO-DEALER MANAGER

Haitong International Securities Company Limited
22/F, Li Po Chun Chambers
189 Des Voeux Road
Central, Hong Kong
Attn: Head of Global Capital Market
Tel: +852 2213 8158

Requests for information in relation to the procedures for tendering Notes and participating in the Tender Offer and the submission of an Electronic Instruction should be directed to the Information and Tender Agent:

THE INFORMATION AND TENDER AGENT

D.F. King Ltd.

In London:
125 Wood Street
London, EC2V 7AN
United Kingdom
Telephone: +44 20 7920 9700

In Hong Kong:
Suite 1601, 16/F, Central Tower
28 Queen's Road Central
Central, Hong Kong
Telephone: +852 3953 7230

Email: goldenwheel@dfkingltd.com

Tender Offer Website: <https://sites.dfkingltd.com/goldenwheel>

This announcement is not an offer to purchase or a solicitation of an offer to sell securities and neither this notice nor anything herein forms the basis for any contract or commitment whatsoever. This announcement does not constitute, and may not be used in connection with, any form of offer or solicitation in any place where such offers or solicitations are not permitted by law. This announcement is not for release, publication or distribution in or into, or to any person resident and/or located in, any jurisdiction where such release, publication or distribution is unlawful.

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

Hong Kong, 26 February 2019

As at the date of this announcement, the Board comprises 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. Li Yiu Fai and Mr. Wong Cho Kei Bonnie as independent non-executive Directors.