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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)

INSIDE INFORMATION UPDATE ON THE DEBT RESTRUCTURING

This announcement is made by Golden Wheel Tiandi Holdings Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to (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; and (3) the announcement of the Company dated 21 November 2024 concerning, among others, the entry into the RSA (the “**Announcement**”). Unless otherwise defined, capitalised terms used in this announcement have the same meanings defined in the Announcement.

UPDATE ON THE PROPOSED RESTRUCTURING

The Company is pleased to announce that as at 5:00 p.m. Hong Kong time on 17 December 2024, holders representing approximately 82.41% of the aggregate outstanding principal amount of the Existing Debt Instruments have acceded to the RSA. The Company would like to express its sincere gratitude for the incredible support of the Scheme Creditors who have acceded to the RSA and the positive feedback from Scheme Creditors has evidenced their confidence in the Company. The Company plans to apply for a court convening hearing date in accordance with the RSA.

The Company invites other creditors holding Existing Debt Instruments who have not acceded to the RSA to review the RSA as soon as possible and accede to the RSA by the Consent Fee Deadline (being 5:00 p.m. Hong Kong time on 20 December 2024) to support the implementation of the Proposed Restructuring. The RSA (with the appropriate redactions) is available for download at <https://clients.dfkingltd.com/Goldenwheel> (the “**Transaction Portal**”).

The Information Agent can be contacted using the details below:

D.F. King Ltd.

Transaction Website:	https://clients.dfkingltd.com/Goldenwheel
Email:	goldenwheel@dfkingltd.com
Tel:	+852 5803 3892 (Hong Kong) or +44 20 4578 0878 (U.K.)
Address:	Suite 1601, 16/F, Central Tower, 28 Queen’s Road Central, Central, Hong Kong (Hong Kong) or 51 Lime Street, London, EC3M 7DQ, United Kingdom (London)
Attention:	Debt Team

Any request for information can be directed to the Information Agent as above, or to the Company's or the Ad Hoc Group's advisors:

Alvarez & Marsal Corporate Finance Limited, *as financial advisor to the Company*

14/F, St George's Building
2 Ice House Street, Central, Hong Kong
Email: ProjectFerris@alvarezandmarsal.com

Guotai Junan International, *as financial advisor to the Company*

27/F., Low Block, Grand Millennium Plaza
181 Queen's Road Central, Hong Kong
Email: dcm.goldenwheelm@gtjas.com.hk

Sidley Austin, *as legal advisor to the Company*

39/F, Two International Finance Centre
No. 8 Finance Street, Central, Hong Kong
Email: SidleyProjectFerrisLM@sidley.com

Sullivan & Cromwell (Hong Kong) LLP, *as legal advisor to the Ad Hoc Group*

20/F, Alexandra House
18 Chater Road, Central, Hong Kong
Email: projectferris@sullcrom.com

Holders of the Existing Debt Instruments who have validly acceded to the RSA by duly completing the above steps do not need to take any action.

The Company will proceed to implement the Scheme as soon as practicable and will make further announcement(s) on the progress of the Proposed Restructuring as and when appropriate.

Further announcement(s) will be made by the Company to inform shareholders of the Company and other investors of any material development as and when appropriate. Shareholders of the Company 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, 17 December 2024

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.