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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)

UPDATE ON THE DEBT RESTRUCTURING NOTICE OF SCHEME MEETING

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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Future 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; (3) the announcement of the Company dated 21 November 2024 concerning, among others, the entry into the RSA; (4) the announcements of the Company dated 17 December 2024, 20 December 2024, 24 January 2025 and 12 March 2025 on the update to the Proposed Restructuring (together, the “**Announcements**”); and (5) the circular of the Company dated 31 March 2025. Unless otherwise defined, capitalised terms used in this announcement have the same meanings defined in the Announcements.

NOTICE OF SCHEME MEETING

The Company would like to update the Shareholders and Scheme Creditors that pursuant to the order made by the Court on 12 March 2025 for convening the Scheme Meeting, the Company shall convene the Scheme Meeting on Tuesday, 3 June 2025 at 11:00 a.m. (Hong Kong time) at 39/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong for the purpose of considering and, if thought fit, approving (with or without modification) the Scheme. The Scheme Meeting is subject to any adjournment as may be necessary or appropriate, and any changes in arrangements relating to the Scheme Meeting shall be communicated to the Scheme Creditors in advance of the Scheme Meeting on the Transaction Website (<https://clients.dfkingltd.com/Goldenwheel>) and the Company’s website.

The notice of the Scheme Meeting is set out in the Annex to this announcement.

The sanction hearing of the Scheme of Arrangement before the Court is scheduled on 24 June 2025. Further announcement(s) of any material development will be made by the Company as and when appropriate.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the securities of the Company. When in doubt, the shareholders and other investors of the Company are advised to seek professional advice from their own professional or financial advisors.

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

Hong Kong, 12 May 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. Li Sze Keung, Mr. Chan Chi Wai and Ms. Wong Lai Ling as Independent Non-Executive Directors.

ANNEX

IN THE HIGH COURT OF THE HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE

HCMP 2713 OF 2024

IN THE MATTER OF GOLDEN WHEEL TIANDI HOLDINGS COMPANY LIMITED
(金輪天地控股有限公司)

AND

IN THE MATTER OF SECTIONS 670, 673 AND 674
OF THE COMPANIES ORDINANCE
(CAP. 622 OF THE LAWS OF HONG KONG)

NOTICE OF SCHEME MEETING

Unless otherwise specified, capitalized terms used in this notice shall have the same meanings given to them in the explanatory statement (the “**Explanatory Statement**”) relating to the proposed scheme of arrangement (the “**Scheme**”) between Golden Wheel Tiandi Holdings Company Limited (金輪天地控股有限公司) (the “**Company**”) and the Scheme Creditors under Sections 670, 673 and 674 of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong).

Copies of the Explanatory Statement (including Scheme, the Solicitation Packet and the documentation to be completed by or on behalf of the Scheme Creditors in order to vote and/or receive Restructuring Consideration) are available for download from the Transaction Website (<https://clients.dfkingltd.com/Goldenwheel>). Any persons entitled to attend the Scheme Meeting may request to schedule an appointment to inspect the digital or printed copies of this notice and the Explanatory Statement during usual business hours on any day (other than a Saturday, Sunday or a public holiday) prior to the date appointed for the Scheme Meeting at the offices of Sidley Austin in Hong Kong (please refer to contact details provided below).

NOTICE IS HEREBY GIVEN that by an order of the Court of First Instance of the High Court of the Hong Kong Special Administrative Region (the “**Court**”) dated 12 March 2025 (the “**Convening Order**”), the meeting of the Scheme Creditors (the “**Scheme Meeting**”) be convened for the purpose of considering and, if thought fit, approving (with or without modification) the Scheme.

Venue, time and video conference availability for the Scheme Meeting

The Scheme Meeting will be held on 3 June 2025 (Tuesday) at 11:00 a.m. (Hong Kong Time) at the offices of Sidley Austin at 39/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong, with any adjournment as may be necessary or appropriate, and any changes in arrangements relating to the Scheme Meeting shall be communicated to the Scheme Creditors in advance of the Scheme Meeting on the Transaction Website and the Company's website.

Scheme Creditors will be able to attend the Scheme Meeting and vote in person or by an authorized representative (if a corporation) or by proxy. Scheme Creditors will also be able to attend the Scheme Meeting by video conference using conferencing details and passcode that can be obtained on request from the Information Agent (if you are a Scheme Creditor who is not a Sanctions-Affected Scheme Creditor) or the Blocked Scheme Creditor Tabulation Agent (if you are a Blocked Scheme Creditor).

Methods of voting and deadline for submitting voting forms

In order to attend and vote on the Scheme at the Scheme Meeting (whether in person, by authorized representative or by proxy): (i) a Scheme Creditor (who is an Existing Noteholder) is required to submit its Custody Instructions via the Clearing Systems by no later than 11:00 p.m. (Hong Kong Time) on 27 May 2025 (the “**Custody Instruction Deadline**”), and (ii) each Scheme Creditor must ensure that its Account Holder Letter, Lender Proxy Form or Blocked Scheme Creditor Form (as applicable) is validly completed, and submitted to the Information Agent via the Transaction Website or to the Blocked Scheme Creditor Tabulation Agent (as applicable) by no later than 11:00 p.m. (Hong Kong Time) on 29 May 2025 (the “**Record Time**”). If you are a Blocked Scheme Creditor, please refer to the Explanatory Statement for the arrangements that apply to you in order to participate and vote in the Scheme Meeting.

In order to receive the Restructuring Consideration on the Restructuring Effective Date, each Scheme Creditor (who is not Blocked Scheme Creditors) is required to submit its validly completed Account Holder Letter and/or Lender Proxy Form (as applicable), Distribution Confirmation Deed and Designated Recipient Form (if applicable) to the Information Agent via the Transaction Website by the Record Time.

Sanction Hearing and Scheme Conditions

The Scheme, if approved at the Scheme Meeting, will be subject to the subsequent approval and sanction of the Court, and the satisfaction or waiver (as applicable) of the conditions set out in Clause 14 of the Scheme. The Sanction Hearing is presently scheduled to take place at 10 a.m. (Hong Kong Time) on 24 June 2025 at the Court.

Contact Details**Information Agent – D.F. King Ltd.**

Telephone: +852 5803 3892
Email: goldenwheel@dfkingltd.com
Transaction Website: <https://clients.dfkingltd.com/Goldenwheel>

Blocked Scheme Creditor Tabulation Agent – Madison Pacific Corporate Services Limited

Telephone: +852 2599 9500
Email: goldenwheel@madisonpac.com

The Company's Financial Advisors**Alvarez & Marsal Corporate Finance Limited**

Telephone: +852 3102 2600
Email: ProjectFerris@alvarezandmarsal.com

Guotai Junan Securities (Hong Kong) Limited

Telephone: +852 2509 9118
Email: dcm.goldenwheel@gtjas.com.hk

The Company's Legal Advisor – Sidley Austin

Telephone: +852 2509 7888
Email: SidleyProjectFerrisLM@sidley.com
Address: 39/F, Two International Finance Centre, Central, Hong Kong

Dated this 12th day of May 2025

Golden Wheel Tiandi Holdings Company Limited

金輪天地控股有限公司