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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)

12.95% Senior Notes due 2022 (ISIN: XS2100655807)

Stock Code: 40111

(the “12.95% Senior Notes due 2022”)

INSIDE INFORMATION

This announcement is made by Golden Wheel Tiandi Holdings Company Limited (the “**Company**”) pursuant to Rules 13.09(2), 37.47(B) and 37.47E(a) 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).

Reference is made to the announcements of the Company dated 6 December 2021, 10 December 2021, 21 December 2021, 31 December 2021 (the “**31 December Announcement**”), 3 January 2022, 14 January 2022 and 2 March 2022 (the “**2 March Announcement**”) (together, the “**Announcements**”). Unless otherwise stated, capitalised terms used in this announcement shall have the same meaning as ascribed thereto in the Announcements (as applicable).

Due to the Company’s plan to address indebtedness under the Existing Notes (including the 12.95% Senior Notes due 2022) in a holistic manner through the Cayman Scheme and for reasons detailed under the sections “Put Option under the 14.25% Senior Notes due 2023” and “Interest Payments under the 12.95% Senior Notes due 2022 and 16.0% Senior Notes due 2023” in the 31 December Announcement, the Company will not be effecting the interest and principal payment in respect of the 12.95% Senior Notes due 2022 due on 14 March 2022. Although the non-payments will constitute an event of default under the 12.95% Senior Notes due 2022, given the strong support from the Existing Noteholders for the Proposed Restructuring and for reasons detailed under the section “Interest Payments under the 12.95% Senior Notes due 2022 and 16.0% Senior Notes due 2023” in the 31 December Announcement, the Company believes that this will not affect the implementation of the Proposed Restructuring, the Cayman Scheme and the transactions contemplated thereby.

The 12.95% Senior Notes due 2022 will be delisted from The Stock Exchange of Hong Kong Limited following its maturity on 14 March 2022.

Upon the Cayman Scheme being approved by requisite majority of the holders of the Existing Notes and following the sanction of the Cayman Scheme by the Cayman Court and registration of the sanction with the registrar of companies in the Cayman Islands, the Existing Notes (including the 12.95% Senior Notes due 2022) will be cancelled and New Notes will be issued. As noted in the 2 March Announcement, the Scheme Meeting will be held on 30 March 2022.

Holders of the 12.95% Senior Notes due 2022 may contact the Information Agent, the Company's joint financial advisors or legal advisor for further information. Their contact details are as follows:

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

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Phone: (852) 2842 4888

Email: dlprojectferris@linklaters.com

Shareholders, Existing Noteholders and potential investors should note that the successful implementation of the Proposed Restructuring is still subject to certain legal procedures under Cayman laws, including the Cayman Scheme being approved at the Scheme Meeting and sanctioned by the Cayman Court as well as the satisfaction or waiver of any condition precedents in respect of the Cayman Scheme. Shareholders, Existing Noteholders and potential investors are advised to exercise caution when dealing in the securities of the Company or the Existing Notes.

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

Hong Kong, 10 March 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.