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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 SCHEME 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).

Reference is made to the announcements of the Company dated 2 March 2022 (the “**Notice of Scheme Meeting**”) and 31 March 2022 (the “**Notice of Results of the Scheme Meeting**”). Unless otherwise defined herein, terms used in this Notice have the same meanings as in the Notice of Scheme Meeting, the Notice of Results of the Scheme Meeting and 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 proposed 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 applicable).

The Company is pleased to announce that, by an order dated 4 April 2022 (the “**Cayman Sanction Order**”), the Grand Court of the Cayman Islands sanctioned the Scheme. A sealed copy of the Cayman Sanction Order was filed with the Registrar of Companies on 4 April 2022 (Cayman Islands time) and the Scheme Effective Date has accordingly occurred on 4 April 2022 (Cayman Islands time).

The Company is further pleased to announce that the Restructuring Effective Date is anticipated to occur on 11 April 2022, subject to the satisfaction or waiver of the Restructuring Conditions in accordance with the terms of the Scheme. On the Restructuring Effective Date, the Existing Notes will be cancelled, and the New Notes will be issued by the Company, each in accordance with the terms of the Scheme.

This Notice is circulated for the purposes of clauses 2.3 and 4.2.1 of the Scheme.

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

Information Agent

D.F. King Ltd.

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Shareholders, Existing Noteholders and potential investors should note that the successful implementation of the proposed Restructuring is still subject to the satisfaction or waiver of any condition precedents in respect of the 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, 6 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.