
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Golden Wheel Tiandi Holdings Company Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

PROPOSAL FOR RE-ELECTION OF DIRECTOR, GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (the "AGM") of Golden Wheel Tiandi Holdings Company Limited to be held at Unit 1302 F&G, 13th Floor, Block B, Sea View Estate, 4-6 Watson Road, North Point, Hong Kong on Friday, 27 May 2022 at 9:30 a.m. is set out on pages 13 to 16 of this circular.

Shareholders are advised to read the notice. Whether or not you are able to attend the AGM, you are requested to complete and return the form of proxy enclosed with this circular in accordance with the instructions printed on it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM (or any adjournment of such meeting). The lodging of the form of proxy will not preclude you from attending the AGM and voting in person at the AGM or any adjourned meeting should you so wish.

In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the AGM to protect attendees from the risk of infection:

- **compulsory body temperature checks**
- **recommended wearing of surgical face masks**
- **no distribution of corporate gift or refreshment**

Attendees are reminded that they should consider the risks of attending the AGM, taking into account their own personal circumstances. Attendees who do not comply with the precautionary measures may be denied entry to the meeting venue, at the absolute discretion of the Company as permitted by law.

For the health and safety of the AGM attendees, the Company strongly encourages Shareholders to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy and to return their proxy forms by the time specified above, instead of attending the AGM in person.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change or adopt contingency plans for the AGM arrangements at short notice. Shareholders should check the latest policies and notices announced by the Hong Kong Government, and the websites of the Company at www.gwd.com.hk and Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk for further announcements and updates on the AGM arrangements, if any.

25 April 2022

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context otherwise requires:

“AGM”	the annual general meeting of the Company to be held at Unit 1302 F&G, 13th Floor, Block B, Sea View Estate, 4–6 Watson Road, North Point, Hong Kong on Friday, 27 May 2022 at 9:30 a.m., the notice of which is set out on pages 13 to 16 of this circular, or any adjournment of such meeting
“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Cayman Islands Companies Act”	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented and/or otherwise modified from time to time
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	Golden Wheel Tiandi Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules and, in the context of this circular, refers to the Wong Family
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate to the Directors to exercise the power to allot, issue or otherwise deal with Shares of up to a maximum of 20% of the total number of Shares in issue as at the date of the passing of the relevant resolution
“Latest Practicable Date”	19 April 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as may be amended from time to time
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate to the Directors to enable them to repurchase Shares of up to a maximum of 10% of the total number of Shares in issue as at the date of the passing of the relevant resolution
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented and/or otherwise modified from time to time
“Share(s)”	ordinary share(s) of US\$0.01 each in the issued share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company pursuant to the written resolution passed by the Shareholders on 10 December 2012
“Shareholder(s)”	the registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	in relation to a company, has the meaning ascribed to it under the Listing Rules, whether incorporated in Hong Kong or elsewhere
“Takeovers Code”	the Code on Takeovers and Mergers published by the Securities and Futures Commission of Hong Kong as amended from time to time
“United States”	the United States of America

DEFINITIONS

“US\$”	United States dollar(s), the lawful currency of the United States
“Wong Family”	Mr. Wong Yam Yin (王欽賢), Mr. Wong Kam Fai (王錦輝), Mr. Wong Kam Keung, Barry (王錦強) and Ms. Hung So Ling (洪素玲)
“%”	per cent

In this circular, if there is any inconsistency between the Chinese names and their English translations of the entities or enterprises established in the PRC or Indonesia, the Chinese names shall prevail.

References to time and dates in this circular are to Hong Kong time and dates.

LETTER FROM THE BOARD



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)

Executive Directors

Mr. Wong Yam Yin (*Chairman*)
Mr. Wong Kam Fai
(Vice Chairman, Chief Executive Officer)
Mr. Wong Kam Keung, Barry
(Standing Vice President)
Mr. Tjie Tjin Fung (*Vice Chairman*)
Mr. Janata David

Non-Executive Directors

Mr. Suwita Janata (*Vice Chairman*)
Mr. Gunawan Kiky

Independent Non-Executive Directors

Mr. Wong Ying Loi
Mr. Lie Tak Sen
Mr. Wong Cho Kei, Bonnie
Mr. Li Sze Keung

Registered office

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Headquarters and principal place of
business in the PRC*

33/F, Golden Wheel International Plaza
No. 8, Hanzhong Road
Nanjing
PRC

Principal place of business in Hong Kong

27-28/F, Golden Wheel Plaza
68 Electric Road
Tin Hau
Hong Kong

25 April 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSAL FOR RE-ELECTION OF DIRECTOR,
GENERAL MANDATES TO ISSUE NEW SHARES AND
TO REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to give you information regarding (i) the re-election of Director; (ii) the grant of general mandates to the Directors to issue new Shares and to

LETTER FROM THE BOARD

repurchase Shares and to grant an extension thereof; and (iii) the notice of the AGM. This circular is to give the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

II. RE-ELECTION OF DIRECTOR

In accordance with Article 84 of the Articles of Association and the corporate governance code set out under Appendix 14 to the Listing Rules, Mr. Janata David, Mr. Wong Ying Loi, Mr. Lie Tak Sen and Mr. Li Sze Keung are due to retire from the Board by rotation at the AGM. Each of Mr. Janata David, Mr. Wong Ying Loi and Mr. Lie Tak Sen has decided not to offer himself for re-election at the AGM. Accordingly, Mr. Janata David, Mr. Wong Ying Loi and Mr. Lie Tak Sen shall retire from office at the conclusion of the AGM. Mr. Li Sze Leung, being eligible, offers himself for re-election as an independent non-executive Director at the AGM.

The nomination committee of the Company (the “**Nomination Committee**”) had assessed and reviewed the appropriateness of the re-election of the Director at the AGM.

The biographical details of the above retiring Director which are required to be disclosed under the Listing Rules are set out in Appendix I to this circular.

III. GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES

At the annual general meeting of the Company held on 21 May 2021, general mandates were given to the Directors: (i) to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the total number of Shares in issue as at the date thereof and (ii) to allot, issue and deal with Shares not exceeding 20% of the total number of Shares in issue as at the date thereof. Such mandates will lapse at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM for the Shareholders to consider and, if thought fit, grant the Repurchase Mandate to the Directors. The Repurchase Mandate would continue in force until the conclusion of the next annual general meeting of the Company or until the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever is the earlier. Separate ordinary resolution will also be proposed at the AGM for the Shareholders to consider and, if thought fit, grant the Issue Mandate (representing a general mandate to allot, issue and deal with a maximum of 359,804,000 Shares on the basis that no further Shares are issued or repurchased prior to the AGM) by way of a general mandate to the Directors and extending the Issue Mandate by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate.

The explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to be included in this circular is set out in Appendix II to this circular.

LETTER FROM THE BOARD

IV. AGM

The notice convening the AGM to be held at Unit 1302 F&G, 13th Floor, Block B, Sea View Estate, 4–6 Watson Road, North Point, Hong Kong on Friday, 27 May 2022 at 9:30 a.m. is set out on pages 13 to 16 of this circular. At the AGM, ordinary resolutions will be proposed for the Shareholders to consider and to approve, inter alia, the re-election of Director, the granting of the Issue Mandate and the Repurchase Mandate and the extension of the Issue Mandate by an amount representing the number of Shares repurchased pursuant to the Repurchase Mandate.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the AGM shall be taken by poll. The poll results of the AGM will be published on the website of the Stock Exchange (www.hkexnews.hk) and the Company's website (www.gwtd.com.hk) after the AGM, in the manner prescribed under the Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular. To be valid, the form of proxy must be completed and signed in accordance with the instructions printed on it and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment of such meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment of such meeting should you so wish.

V. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM to be held on Friday, 27 May 2022, the register of members of the Company will be closed from Monday, 23 May 2022 to Friday, 27 May 2022 (both days inclusive), during which period no transfer of Shares will be effected. In order to determine the identity of members who are entitled to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Friday, 20 May 2022.

The record date for such purposes is Friday, 27 May 2022.

LETTER FROM THE BOARD

VI. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading insofar as it relates to the Company.

VII. RECOMMENDATION

The Directors (including the independent non-executive Directors) are of the opinion that the proposals referred to in this circular are in the best interests of the Company and the Shareholders as a whole and therefore recommend that all Shareholders vote in favour of the relevant resolutions to be proposed at the AGM.

VIII. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Details of the Directors proposed to be re-elected at the AGM) and Appendix II (Explanatory Statement on Repurchase Mandate) to this circular.

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

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

Set out below are details of the Director who will retire at the AGM and, being eligible, will offer himself for re-election as Director at the AGM.

Mr. Li Sze Keung (李思強)

Mr. Li, aged 43, is an independent non-executive Director, the Chairman of the audit committee of the Board and a member of the nomination committee of the Board. Mr. Li is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants.

Mr. Li obtained his Bachelor of Business Administration (Honours) degree in Accountancy from the City University of Hong Kong in November 2001. Mr. Li joined PricewaterhouseCoopers as Senior Consultant of the Tax Department in June 2004 and was promoted to the position of Manager in October 2007. He left PricewaterhouseCoopers in February 2009 to join RSM Nelson Wheeler as Manager of the Tax Services Department, and became a Senior Manager of the Tax Services Department from January 2010 to October 2011. Mr. Li was a Senior Manager of the Tax Department in Ernst & Young from December 2011 to May 2012. Mr. Li has been the director of The Concord Consulting Service Limited since 2012.

Mr. Li has over 15 years of experience in providing tax advisory and compliance services to local and multinational corporations. Mr. Li has wide experience in serving a wide spectrum of clients including trading companies and financial or professional services firms. He has extensive experience in various tax advisory and investment projects, and regularly represents clients in handling tax-related matters.

Save as disclosed in this circular, as at the Latest Practicable Date, Mr. Li did not (i) hold any other major appointments and professional qualifications; (ii) hold any directorships in any other listed companies in the last three years; and (iii) hold any other positions with the Company or other members of the Group.

Mr. Li was the director of AVIC Joy General Aviation (HK) Limited which was incorporated in Hong Kong and was dissolved by deregistration under section 751 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) in March 2018. Mr. Li has confirmed that AVIC Joy General Aviation (HK) Limited has never commenced business since its incorporation, and it was solvent at the time when it was being dissolved by voluntary deregistration.

As at the Latest Practicable Date, Mr. Li was not interested in any Shares within the meaning of Part XV of the SFO and did not have any relationships with any Directors, senior management, substantial shareholders (having the meaning ascribed to it under the Listing Rules) or controlling shareholders (having the meaning ascribed to it under the Listing Rules) of the Company.

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

Pursuant to the appointment letter entered into between Mr. Li and the Company, Mr. Li has been appointed as an independent non-executive Director for a term of one year commencing from 14 June 2021 and will be subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Either the Company or Mr. Li may terminate the appointment letter by giving not less than one month's notice in writing to the other. Pursuant to the terms of the appointment letter, Mr. Li is entitled to an annual emolument of HK\$144,000 which has been determined by the Board with reference to his qualifications, experience, responsibilities to be undertaken, and the prevailing market level of remuneration of similar position.

Save as disclosed above, there is no other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter relating to the re-election of Mr. Li that needs to be brought to the attention of the Shareholders.

APPENDIX II EXPLANATORY STATEMENT ON REPURCHASE MANDATE

This appendix serves as an explanatory statement to the Shareholders as required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the proposed Repurchase Mandate.

REASONS FOR SHARE REPURCHASES

Whilst the Directors do not presently intend to repurchase any Shares, they believe that the flexibility afforded by the Repurchase Mandate would be beneficial to the Company and the Shareholders. Trading on the Stock Exchange is sometimes volatile. In the event that the Shares are traded at a discount to their underlying value, the ability of the Company to repurchase Shares would be beneficial to the Shareholders who retain their investment in the Company since this may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of net assets and/or earnings per Share. The Repurchase Mandate will only be exercised when the Directors believe that Share repurchases will benefit the Company and the Shareholders.

SHARE CAPITAL

As at the Latest Practicable Date, the total issued share capital of the Company is US\$17,990,200 divided into 1,799,020,000 fully paid-up Shares in issue.

Subject to the approval of the Repurchase Mandate, the exercise of the Repurchase Mandate would enable the Company to repurchase up to a maximum of 179,902,000 Shares, assuming that there are no issues of new Shares or any Shares which may be allotted and issued pursuant to the exercise of any options which have been or may be granted under the Share Option Scheme, or Share repurchases, from the Latest Practicable Date to the date of the AGM.

SOURCE OF FUNDS FOR SHARE REPURCHASES AND IMPACT OF REPURCHASES

Share repurchases by the Company must be funded out of funds legally available for such purpose in accordance with the Articles of Association, the Cayman Islands Companies Act, the applicable laws and regulations of the Cayman Islands and the Listing Rules. A listed company is prohibited from repurchasing its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Subject to the foregoing, any Share repurchase by the Company may be made out of the profits, the share premium account of the Company or the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, if authorised by the Articles of Association and subject to the Cayman Islands Companies Act, out of capital and, in the case of any premium payable on the repurchase, out of either or both of the profits of the Company or the share premium account of the Company or, if authorised by the Articles of Association and subject to the Cayman Islands Companies Act, out of capital.

APPENDIX II EXPLANATORY STATEMENT ON REPURCHASE MANDATE

As compared with the financial position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2021 (being the date to which the latest published audited accounts of the Group were made up), the Directors do not consider that there would be a material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate is exercised in full. The Directors expect to exercise such mandate if and to such extent only as they are satisfied that the exercise of such mandate will not have any material adverse impact.

IMPLICATIONS UNDER THE TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge of the Directors, the Wong Family controlled the exercise of approximately 39.29% voting rights at the general meetings of the Company with Mr. Wong Kam Fai and Mr. Wong Kam Keung, Barry jointly controlled in addition the exercise of approximately 1.65% voting rights at the general meetings of the Company.

In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, the interests of the Wong Family would be increased to approximately 43.65% of the issued share capital of the Company, while the additional personal interests of Mr. Wong Kam Fai and Mr. Wong Kam Keung, Barry would be increased to approximately 1.83% of the issued share capital of the Company. Such increases will give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no intention to repurchase any Shares to the extent that it will trigger the obligations under the Takeovers Code to make a mandatory offer.

The Listing Rules prohibit a company from making repurchases on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital of that company remains in public hands. The Directors have no present intention to exercise the power to repurchase Shares to the extent that the aggregate amount of the Shares in the public hands would be reduced to less than such prescribed minimum percentage.

SHARE PRICES

The highest and lowest prices per Share at which the Shares were traded on the Stock Exchange during each of the previous months immediately preceding (and including) the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2022		
January	0.186	0.148
February	0.166	0.132
March	0.175	0.109
April (up to the Latest Practicable Date)	0.184	0.175
2021		
April	0.620	0.500
May	0.550	0.470
June	0.600	0.475
July	0.540	0.395
August	0.430	0.340
September	0.360	0.205
October	0.250	0.200
November	0.224	0.177
December	0.194	0.168

SHARE REPURCHASES MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates, has present intention to sell any Shares to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will only exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association, and the applicable laws of the Cayman Islands.

As at the Latest Practicable Date, no core connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any shares of the Company held by him to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Golden Wheel Tiandi Holdings Company Limited (the “Company”) will be held at Unit 1302 F&G, 13th Floor, Block B, Sea View Estate, 4–6 Watson Road, North Point, Hong Kong on Friday, 27 May 2022 at 9:30 a.m. for the purposes of considering and transacting the following ordinary businesses:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries, the directors’ report and the auditor’s report for the year ended 31 December 2021.
2. (i) To re-elect Mr. Li Sze Keung (李思強) as an independent non-executive director of the Company.

(ii) To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors for the year ending 31 December 2022.
3. To re-appoint KPMG as auditor of the Company for the ensuing year and to authorise the Board to fix its remuneration.

and, as ordinary businesses, to consider and, if thought fit, pass the following resolutions (with or without modifications) as ordinary resolutions:

4. **“THAT:**
 - (a) subject to paragraph (c) of this resolution below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) of resolution No. 5 below) of all powers of the Company to issue, allot and deal with additional shares in the capital of the Company (the “Shares”) and to make or grant offers, agreements and options (including bonds and debentures/securities convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this resolution above shall authorise the Directors during the Relevant Period (as defined in paragraph (c) of resolution No. 5 below) to make or grant offers, agreements and options (including bonds and debentures/securities convertible into Shares) to subscribe for Shares which would or might require the exercise of such power after the end of the Relevant Period (as defined in paragraph (c) of resolution No. 5 below);

- (c) the aggregate number of Shares issued, allotted and dealt with and agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined hereinafter), or (ii) the exercise of the rights of subscription or conversion under the terms of any securities of the Company which carry the right to subscribe or are convertible into Shares, or (iii) the exercise of options which may be granted under any share option scheme of the Company, or (iv) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be issued pursuant to the approval in paragraph (a) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, or in any territory applicable to the Company).”

5. “**THAT:**

- (a) subject to paragraph (b) of this resolution below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) of this resolution below) of all powers of the Company to repurchase securities of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate number of Shares repurchased by the Company pursuant to paragraph (a) of this resolution above during the Relevant Period (as defined in paragraph (c) of this resolution below) shall not exceed 10% of the total number of Shares in issue as at the date of passing of this resolution provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be purchased pursuant to the approval in paragraph (a) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and
- (c) for the purpose of resolutions No. 4 and 5, “**Relevant Period**” means the period from the passing of resolutions No. 4 and 5 until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the revocation or variation of resolutions No. 4 or 5 by an ordinary resolution of shareholders of the Company in general meeting.”

and, as special business, to consider and, if thought fit, pass the following resolution (with or without modifications) as ordinary resolution:

- 6. “**THAT** conditional upon resolutions No. 4 and 5 above being passed, the total number of Shares which shall have been repurchased by the Company under the authority granted to the Directors as mentioned in resolution No. 5 above (up to the maximum of 10% of the total number of issued Shares as stated in resolution No. 5 above) shall be added to the total number of Shares that may be allotted, issued or otherwise dealt with, or agreed conditionally and unconditionally to be allotted, issued or otherwise dealt with, by the Directors pursuant to resolution No. 4 above.”

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

Hong Kong, 25 April 2022

Notes:

- 1. Any member of the Company entitled to attend and vote at the meeting convened by this notice is entitled to appoint a proxy or proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
- 2. In order to be valid, a form of proxy together with a power of attorney or other authority, if any, under which it is signed or certified by a notary or an official copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll

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concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked. The form of proxy must be signed by the appointor or his attorney authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.

3. To ascertain shareholders' eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 23 May 2022 to Friday, 27 May 2022, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Friday, 20 May 2022.

The record date for such purposes is Friday, 27 May 2022.

4. Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Share as if he were solely entitled to vote; but if more than one of such joint holders be present at any meeting personally or by proxy, one of the said persons so present being the most, or as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand in the register of members of the Company in respect of the relevant joint holding.
5. With regard to resolution No. 4 above, the Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the general mandate to be granted under resolution No. 4 above.
6. References to time and dates in this notice are to Hong Kong time and dates.

In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the AGM to protect attendees from the risk of infection:

- **compulsory body temperature checks**
- **recommended wearing of surgical face masks**
- **no distribution of corporate gift or refreshment**

Attendees are reminded that they should consider the risks of attending the AGM, taking into account their own personal circumstances. Attendees who do not comply with the precautionary measures may be denied entry to the meeting venue, at the absolute discretion of the Company as permitted by law.

For the health and safety of the AGM attendees, the Company strongly encourages Shareholders to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy and to return their proxy forms by the time specified above, instead of attending the AGM in person.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change or adopt contingency plans for the AGM arrangements at short notice. Shareholders should check the latest policies and notices announced by the Hong Kong Government, and the websites of the Company at www.gwtd.com.hk and Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk for further announcements and updates on the AGM arrangements, if any.