

*Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 31 December 2012 (the “**Prospectus**”) issued by Golden Wheel Tiandi Holdings Company Limited (the “**Company**”).*

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*This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Hong Kong Public Offering and the International Offering described below before deciding whether or not to invest in the Shares thereby offered.*

*This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States.*

*In connection with the Global Offering, BNP Paribas Capital (Asia Pacific) Limited, as stabilising manager (the “**Stabilising Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may over-allocate or effect transactions with a view to stabilising or maintaining the market price of the Shares at a level higher than that which might otherwise prevail in the open market for a limited period beginning on the Listing Date and expected to end on the 30th day after the last day for lodging of applications under the Hong Kong Public Offering. However, there is no obligation on the Stabilising Manager, its affiliates or any person acting for it to conduct any such stabilising action, which, if commenced, will be done at the sole and absolute discretion of the Stabilising Manager and may be discontinued at any time. Any such stabilising activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilisation action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).*

*Potential investors should be aware that stabilising action cannot be taken to support the price of the Shares for longer than the stabilisation period which begins on the Listing Date and is expected to expire on Thursday, 7 February 2013, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering. After this date, no further stabilising action may be taken, and demand for the Shares and the price of the Shares could fall.*



# GOLDEN WHEEL TIANDI HOLDINGS COMPANY LIMITED

金輪天地控股有限公司

*(incorporated in the Cayman Islands with limited liability)*

## GLOBAL OFFERING

- Number of Offer Shares under the Global Offering** : 450,000,000 Shares (subject to adjustment and the Over-allotment Option)
- Number of Hong Kong Public Offer Shares** : 45,000,000 Shares (subject to adjustment)
- Number of International Offer Shares** : 405,000,000 Shares (subject to adjustment and the Over-allotment Option)
- Offer Price** : Not more than HK\$1.72 per Offer Share (payable in full on application, plus brokerage of 1.0%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005% and subject to refund) and expected to be not less than HK\$1.38 per Offer Share
- Nominal value** : US\$0.01 per Share
- Stock code** : 1232

Sole Global Coordinator and Sole Sponsor



**BNP PARIBAS**  
CORPORATE & INVESTMENT BANKING

Joint Bookrunners



**BNP PARIBAS**  
CORPORATE & INVESTMENT BANKING



**BOC INTERNATIONAL**

Joint Lead Managers



**BNP PARIBAS**  
CORPORATE & INVESTMENT BANKING



**BOC INTERNATIONAL**



**光大證券**  
EBS INTERNATIONAL

Application has been made by the Company to the Listing Committee for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus (including the Shares to be issued pursuant to the (i) Global Offering (including any Shares which may be issued pursuant to the exercise of the Over-allotment Option); and (ii) the exercise of any options that may be granted under the Share Option Scheme). Dealings in the Shares on the Main Board are expected to commence at 9:00 a.m. on Wednesday, 16 January 2013. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website at [www.gwtd.com.hk](http://www.gwtd.com.hk) and the website of the Hong Kong Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The Global Offering comprises the Hong Kong Public Offering of initially 45,000,000 Offer Shares (subject to adjustment), and the International Offering of initially 405,000,000 Offer Shares (subject to adjustment and the Over-allotment Option). The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to adjustment as described in the section headed "Structure of the Global Offering" in the Prospectus.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Hong Kong Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Hong Kong Stock Exchange or such other date as may be determined by HKSCC. Settlement of transaction between participants of the Hong Kong Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$1.72 per Offer Share and is expected to be not less than HK\$1.38 per Offer Share. Applicants for the Hong Kong Public Offer Shares are required to pay, on application, the maximum Offer Price of HK\$1.72 per Offer Share together with a 1.0% brokerage fee, 0.005% Hong Kong Stock Exchange trading fee and 0.003% SFC transaction levy, subject to refund if the Offer Price as finally determined is less than HK\$1.72 per Offer Share.

**Applications for the Hong Kong Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the Application Forms.** Applicants who would like to be allotted the Hong Kong Public Offer Shares in their own names should either (i) complete and sign the **WHITE** Application Forms, or (ii) submit applications online through the designated website of the **White Form eIPO** Service Provider at [www.eipo.com.hk](http://www.eipo.com.hk) under the **White Form eIPO** service. Applicants who would like to have the allotted Hong Kong Public Offer Shares issued in the name of HKSCC Nominees and deposited directly

into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Monday, 31 December 2012, until 12:00 noon on Tuesday, 8 January 2013 at:

1. any of the following addresses of the Joint Lead Managers:

**BNP Paribas Capital (Asia Pacific) Limited**, 59/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong

**BOCI Asia Limited**, 26/F, Bank of China Tower, 1 Garden Road, Central, Hong Kong

**China Everbright Securities (HK) Limited**, 36/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong

2. any of the following branches of **Standard Chartered Bank (Hong Kong) Limited**:

	<b>Branch name</b>	<b>Address</b>
<b>Hong Kong Island</b>	<b>Des Voeux Road Branch</b>	<b>Standard Chartered Bank Building, 4-4A, Des Voeux Road Central, Central</b>
	<b>88 Des Voeux Road Branch</b>	<b>88 Des Voeux Road Central, Central</b>
	<b>Hennessy Road Branch</b>	<b>399 Hennessy Road, Wanchai</b>
	<b>Quarry Bay Branch</b>	<b>G/F, Westlands Gardens, 1027 King's Road, Quarry Bay</b>
	<b>Wanchai Southorn Branch</b>	<b>Shop C2 on G/F and 1/F to 2/F, Lee Wing Building, No. 156-162 Hennessy Road, Wanchai</b>
<b>Kowloon</b>	<b>Kwun Tong Hoi Yuen Road Branch</b>	<b>G/F, Fook Cheong Building, No. 63 Hoi Yuen Road, Kwun Tong, Kowloon</b>
	<b>Mongkok Branch</b>	<b>Shop B, G/F, 1/F &amp; 2/F, 617-623 Nathan Road, Mongkok</b>

	<b>Tsimshatsui Branch</b>	<b>G/F, 8A-10 Granville Road, Tsimshatsui</b>
	<b>Mei Foo Manhattan Branch</b>	<b>Shop Nos. 07 &amp; 09, Ground Floor, Mei Foo Plaza, Mei Foo Sun Chuen</b>
<b>New Territories</b>	<b>Tai Po Branch</b>	<b>G/F shop No. 2, 23 &amp; 25 Kwong Fuk Road, Tai Po Market, Tai Po</b>
	<b>Tsuen Wan Branch</b>	<b>Shop C, G/F &amp; 1/F, Jade Plaza, 298 Sha Tsui Road, Tsuen Wan</b>
	<b>New Town Plaza Branch</b>	<b>Shop 215, 222 &amp; 223, Phase 1, New Town Plaza, Shatin</b>

or

3. any of the following branches of **Bank of Communications Co., Ltd. Hong Kong Branch**:

	<b>Branch name</b>	<b>Address</b>
<b>Hong Kong Island</b>	<b>Hong Kong Branch</b>	<b>20 Pedder Street, Central</b>
	<b>King's Road Sub-Branch</b>	<b>67-71 King's Road</b>
	<b>Chaiwan Sub-Branch</b>	<b>G/F., 121-121A Wan Tsui Road</b>
	<b>Wanchai Sub-Branch</b>	<b>G/F., 32-34 Johnston Road</b>
<b>Kowloon</b>	<b>Cheung Sha Wan Plaza Sub-Branch</b>	<b>Unit G04, Cheung Sha Wan Plaza, 833 Cheung Sha Wan Road</b>
	<b>Kowloon Sub-Branch</b>	<b>G/F., 563 Nathan Road</b>
	<b>Tsimshatsui Sub-Branch</b>	<b>Shop 1-3, G/F., 22-28 Mody Road</b>
	<b>Mongkok Sub-Branch</b>	<b>Shops A &amp; B, G/F., Hua Chiao Commercial Centre, 678 Nathan Road</b>
	<b>Ngau Tau Kok Sub-Branch</b>	<b>Shop G1 &amp; G2, G/F., Phase I, Amoy Plaza, 77 Ngau Tau Kok Road</b>

<b>New Territories</b>	<b>Sha Tsui Road Sub-Branch</b>	<b>122-124 Sha Tsui Road, Tsuen Wan</b>
	<b>Shatin Sub-Branch</b>	<b>Shop No.193, Level 3, Lucky Plaza</b>
	<b>Tseung Kwan O Sub-Branch</b>	<b>Shop 253-255, Metro City Shopping Arcade, Phase I</b>

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Monday, 31 December 2012 until 12:00 noon on Tuesday, 8 January 2013 from the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong or your stockbroker, who may have such **YELLOW** Application Forms and the Prospectus available.

Both **WHITE** and **YELLOW** Application Forms completed in all respects in accordance with the instructions printed thereon, to which cheques or banker's cashier orders payable to "Horsford Nominees Limited — Golden Wheel Tiandi Public Offer" are securely stapled should be deposited in the special collection boxes provided at any of the branches referred to above on such dates and during such time as specified in the Application Forms.

Applicants applying by **White Form eIPO** may submit applications to the designated **White Form eIPO** Service Provider through the designated website at **www.eipo.com.hk** from 9:00 a.m. on Monday, 31 December 2012 until 11:30 a.m. on Tuesday, 8 January 2013 or such later time as described in the section headed "How to Apply for Hong Kong Public Offer Shares — Effect of bad weather on the opening of the application lists" in the Prospectus (24 hours daily, except on the last application day).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Monday, 31 December 2012 until 12:00 noon on Tuesday, 8 January 2013.

Please refer to the sections headed "Structure of the Global Offering" and "How to Apply for Hong Kong Public Offer Shares" in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to publish the announcement on the Offer Price, the level of indication of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allotment and results of application under the Hong Kong Public Offering (i) in the South China Morning Post (in English); (ii) in the Hong Kong Economic Times (in Chinese); (iii) on our website (**www.gwtd.com.hk**) and (iv) on the website of the Hong Kong Stock Exchange

([www.hkexnews.hk](http://www.hkexnews.hk)) on or before Tuesday, 15 January 2013. The results of allocation and the Hong Kong Identity Card/passport/Hong Kong Business Registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels from Tuesday, 15 January 2013 as described in the section headed “How to Apply for Hong Kong Public Offer Shares — Results of Allocations” in the Prospectus.

The Company will not issue temporary documents of title. No receipt will be issued for application monies received. Dealings in the Shares on the Hong Kong Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, 16 January 2013. The Shares will be traded in board lots of 2,000 Shares each. The stock code of the Shares is 1232.

By order of the Board of Directors  
**Golden Wheel Tiandi Holdings Company Limited**  
**Wong Yam Yin**  
*Chairman*

Hong Kong, 31 December 2012

*As at the date of this announcement, the Board of Directors of the Company comprises Wong Yam Yin, Wong Kam Fai, Wong Kam Keung, Barry, Tjie Tjin Fung, Janata David and Chan Wai Kin, as executive Directors; Suwita Janata and Gunawan Kiky, as non-executive Directors; Hui Yan Moon, Wong Ying Loi, Howe Sau Man and Lie Tak Sen, as independent non-executive Directors.*

*Please also refer to the published version of this announcement in the **South China Morning Post** (in English) and the **Hong Kong Economic Times** (in Chinese).*