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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)

**PROPOSED ADDITIONAL ISSUE OF
US DOLLAR DENOMINATED SENIOR NOTES**

Reference is made to the Announcements in respect of the Original Notes.

The Company proposes to conduct a further international offering of US dollar denominated senior notes on terms and conditions of the Original Notes, save for the issue date and the issue price, to professional investors outside the United States. BOC International, Haitong International, HSBC and Guotai Junan International are the joint global coordinators and BOC International, Haitong International, HSBC, Guotai Junan International, Founder Securities (Hong Kong) Capital Company Limited, Orient Securities (Hong Kong) and Zhongtai International are the joint bookrunners and joint lead managers of the Proposed Additional Notes Issue.

The Additional Notes are proposed to be guaranteed by the Subsidiary Guarantors. Upon finalising the terms of the Additional Notes, it is expected that the Company and the Subsidiary Guarantors will enter into the Purchase Agreement with the Initial Purchasers. The Company will make a further announcement in respect of the Proposed Additional Notes Issue upon the signing of the Purchase Agreement.

The Original Notes are listed on the SGX-ST. The Company intends to seek the listing of the Additional Notes on the SGX-ST. Application has been made for the listing and quotation of the Additional Notes on the SGX-ST. Admission of the Additional Notes on the official list of the SGX-ST, if granted, and the listing and quotation of the Additional Notes on the SGX-ST, are not to be taken as an indication of the merits of the Company, its subsidiaries, its associated companies or the Additional Notes.

The Company intends to use the net proceeds from the Proposed Additional Notes Issue to refinance existing indebtedness, including any payment in connection with the Tender Offer for the 2019 USD Notes.

The Additional Notes and the Guarantees have not been, and will not be, registered under the Securities Act or any state securities law of the United States. The Additional Notes are only being offered outside the United States in reliance on Regulation S under the Securities Act, and may not be offered or sold within the United States absent registration or exemption from the registration requirements of the Securities Act. None of the Notes will be offered to the public in Hong Kong.

As no binding agreement in relation to the Proposed Notes Issue has been entered into as of the date of this announcement, the Proposed Notes Issue may or may not materialise. The completion of the Proposed Notes Issue is subject to, inter alia, market conditions and investor's interest. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company.

THE PROPOSED ISSUE OF ADDITIONAL NOTES

Introduction

Reference is made to the Announcements in respect of the Original Notes. Unless otherwise defined, terms defined in this announcement shall have the same meanings as defined in the Announcements.

The Company proposed to conduct a further international offering of Additional Notes targeted to professional investors outside United States. In connection with the Proposed Additional Notes Issue, the Company will provide professional investors with certain corporate and financial information regarding the Group.

The Company proposes to conduct a further international offering of US dollar denominated senior notes on terms and conditions of the Original Notes, save for the issue date and the issue price, to professional investors outside the United States. BOC International, Haitong International, HSBC and Guotai Junan International are the joint global coordinators and BOC International, Haitong International, HSBC, Guotai Junan International, Founder Securities (Hong Kong) Capital Company Limited, Orient Securities (Hong Kong) and Zhongtai International are the joint bookrunners and joint lead managers of the Proposed Additional Notes Issue.

Details of the Additional Notes Issue, including the aggregate principal amount and the offer price for the Additional Notes, will be determined through a book building exercise to be conducted by BOC International, Haitong International, HSBC, Guotai Junan International, Founder Securities (Hong Kong) Capital Company Limited, Orient Securities (Hong Kong) and Zhongtai International. The Additional Notes are proposed to be guaranteed by the Subsidiary Guarantors. Upon finalising the terms of the Additional Notes, it is expected that the Company and the Subsidiary Guarantors will enter into the Purchase Agreement with the Initial Purchasers. The Company will make a further announcement in respect of the Proposed Additional Notes Issue upon the signing of the Purchase Agreement.

The Additional Notes and the Guarantees have not been, and will not be, registered under the Securities Act or any state securities law of the United States. The Additional Notes are only being offered outside the United States in reliance on Regulation S under the Securities Act, and may not be offered or sold within the United States absent registration or exemption from the registration requirements of the Securities Act. None of the Additional Notes will be offered to the public in Hong Kong.

Reasons for the Proposed Notes Issue

The Company intends to use the net proceeds from the Proposed Additional Notes Issue to refinance existing indebtedness, including any payment in connection with the Tender Offer for the 2019 USD Notes.

Listing

The Company intends to seek the listing of the Additional Notes on the SGX-ST. Application will be made for the listing and quotation of the Additional Notes on the SGX-ST. Admission of the Additional Notes on the official list of the SGX-ST, if granted, and the listing and quotation of the Additional Notes on the SGX-ST, are not to be taken as an indication of the merits of the Company, its subsidiaries, its associated companies or the Additional Notes.

GENERAL

As no binding agreement in relation to the Proposed Additional Notes Issue has been entered into as of the date of this announcement, the Proposed Additional Notes Issue may or may not materialise. The completion of the Proposed Additional Notes Issue is subject to, inter alia, market conditions and investor's interest. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company.

A further announcement in respect of the Proposed Additional Notes Issue will be made by the Company should the Purchase Agreement be signed.

INFORMATION OF THE GROUP

The Group is an integrated commercial and residential property developer, owner and operator with a proven track record in the PRC. It focuses on developing projects in Jiangsu and Hunan provinces that are physically connected or in close proximity to metro stations or other transportation hubs. Examples of such projects are its Golden Wheel International Plaza, Golden Wheel Time Square, Golden Wheel New Metro, Golden Wheel Star Plaza, Golden Wheel Jinqiao Huafu, Golden Wheel Star-cube, Golden Wheel Binary Star Plaza, Wuxi Golden Wheel Star Plaza, Zhuzhou Golden Wheel Jade Garden and Changsha Golden Wheel Star Plaza. In addition to developing and operating its own projects, the Group also manages and sub-leases newly developed metro station shopping malls owned by certain metro companies pursuant to its leasing and operational management contracts with them. Examples of such arrangements include its operating contracts to manage metro station shopping malls in Nanjing, Suzhou, Wuxi and Changsha. Its proven business model, which consists of property development and property leasing and operational management, balances its short-term capital need and long-term financial strength. The Group sells a mix of offices, residential properties, hotel-style apartments and retail properties to provide cash flow to support business development and capital growth while strategically retaining selected shopping malls and managing metro station shopping malls for recurring rental income and long-term financial strength.

The Group intends to become a leading integrated commercial property developer with a focus on life-style shopping malls with an easy access to metro stations or other transportation hubs.

DEFINITIONS

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise:

“2019 USD Notes”	The 8.25% senior notes due 2019 issued by the Company on 3 November 2016 and on 24 April 2017
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“Additional Notes”	the guaranteed US dollar denominated senior notes to be issued by the Company subject to the terms and conditions of the Purchase Agreement (to be consolidated and form a single class with the Original Notes)
“Additional Notes Issue”	the proposed issue of the Additional Notes by the Company
“Announcements”	the announcements both dated 11 January 2018 in respect of the issue of the Original Notes
“Board”	the board of Directors
“BOC International”	BOCI Asia Limited, one of the joint global coordinators, joint bookrunners and joint lead managers in respect of the Proposed Additional Notes Issue
“Company”	Golden Wheel Tiandi Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of The Stock Exchange of Hong Kong Limited
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Guarantees”	the guarantees which are proposed to be provided by the Subsidiary Guarantors in relation to the Additional Notes
“Guotai Junan International”	Guotai Junan Securities (Hong Kong) Limited, one of the joint global coordinators, joint bookrunners and joint lead managers in respect of the Proposed Additional Notes Issue
“Haitong International”	Haitong International Securities Company Limited, one of the joint global coordinators, joint bookrunners and joint lead managers in respect of the Proposed Additional Notes Issue

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HSBC”	The Hongkong and Shanghai Banking Corporation Limited, one of the joint global coordinators, joint bookrunners and joint lead managers in respect of the Proposed Additional Notes Issue
“Initial Purchasers”	BOC International, Haitong International HSBC, Guotai Junan International, Founder Securities (Hong Kong) Capital Company Limited, Orient Securities (Hong Kong) and Zhongtai International
“Orient Securities (Hong Kong)”	Orient Securities (Hong Kong) Limited, one of the joint bookrunners and joint lead managers in respect of the Proposed Additional Notes Issue
“Original Notes”	the 7.00% senior notes due 2021 in the aggregate principal amount of US\$200,000,000 issued by the Company on 18 January 2018
“PRC”	the People’s Republic of China, excluding Hong Kong, Macau Special Administrative Region and Taiwan for the purpose of this announcement
“Proposed Additional Notes Issue”	the proposed issue of the Additional Notes by the Company
“Purchase Agreement”	the agreement to be entered into among the Company, the Subsidiary Guarantors and the Initial Purchasers in relation to the Proposed Additional Notes Issue
“Securities Act”	the United States Securities Act 1933, as amended

“SGX-ST”	Singapore Exchange Securities Trading Limited
“Subsidiary Guarantors”	the subsidiaries of the Company that on the issue date of the Additional Notes will provide guarantees to secure the Company’s obligations under the Additional Notes
“Tender Offer”	the purchase of any and all of the Company’s outstanding 2019 USD Notes, as further described in the announcement made by the Company dated 25 February 2019
“United States”	the United States of America
“US dollar”	the lawful currency of the United States
“Zhongtai International”	Zhongtai International Securities Limited, one of the joint bookrunners and joint lead managers in respect of the Proposed Additional Notes Issue

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

Hong Kong, 25 February 2019

As at the date of this announcement, the Board comprises 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. Li Yiu Fai and Mr. Wong Cho Kei Bonnie as independent non-executive Directors.