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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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: 01232)**

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,  
GENERAL MANDATES TO ISSUE NEW SHARES AND  
TO REPURCHASE SHARES,  
CHANGE OF AUDITOR,  
DECLARATION OF FINAL DIVIDEND  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (the “AGM”) of Golden Wheel Tiandi Holdings Company Limited to be held at World Trade Centre Club Hong Kong, 38th Floor, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Friday, 24 May 2019 at 9:30 a.m. is set out on pages 18 to 22 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 thereon 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 thereof). 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.

18 April 2019

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## DEFINITIONS

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*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 World Trade Centre Club Hong Kong, 38th Floor, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Friday, 24 May 2019 at 9:30 a.m., the notice of which is set out on pages 18 to 22 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Cayman Islands Companies Law”	the Companies Law, Cap. 22 (Law 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
“Golden Wheel Realty”	Golden Wheel Realty Company Limited (金輪置業有限公司), a limited liability company incorporated in the British Virgin Islands, which is wholly-owned by the Wong Family
“Group”	the Company and its subsidiaries from time to time

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## DEFINITIONS

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“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“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”	15 April 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“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

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## DEFINITIONS

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“subsidiary”	in relation to a company, has the meaning ascribed to it under the Listing Rules, whether incorporated in Hong Kong or elsewhere
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers published by the Securities and Futures Commission of Hong Kong as amended from time to time
“US\$”	United States dollar(s), the lawful currency of the United States of America
“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.*

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## LETTER FROM THE BOARD

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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: 01232)**

*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. Li Yiu Fai  
Mr. Wong Cho Kei, Bonnie

*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*

Unit A, 18/F,  
Lee & Man Commercial Center  
169 Electric Road  
Fortress Hill  
Hong Kong

18 April 2019

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,  
GENERAL MANDATES TO ISSUE NEW SHARES AND  
TO REPURCHASE SHARES, CHANGE OF AUDITOR,  
DECLARATION OF FINAL DIVIDEND  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

#### **I. INTRODUCTION**

The purpose of this circular is to give you information regarding (i) the re-election of Directors; (ii) the grant of general mandates to the Directors to issue new Shares and to repurchase Shares and to grant an extension thereof; (iii) the proposed change of auditor; (iv) the declaration of a final dividend for the year ended 31 December 2018; and (v) 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.

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## LETTER FROM THE BOARD

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### II. RE-ELECTION OF DIRECTORS

In accordance with Article 84 of the Articles of Association and the corporate governance code set out under Appendix 14 to the Listing Rules and pursuant to the relevant Directors' wishes, Mr. Wong Kam Keung, Barry, Mr. Gunawan Kiky, Mr. Wong Ying Loi and Mr. Lie Tak Sen shall retire from office by rotation and, being eligible, offer themselves for re-election as Directors at the AGM.

The nomination committee of the Company (the "**Nomination Committee**") had assessed and reviewed the independence of Mr. Wong Ying Loi and Mr. Lie Tak Sen, who are independent non-executive Directors and have offered themselves for re-election at the AGM. Meeting was held by the Nomination Committee to assess the appropriateness of Mr. Wong and Mr. Lie's re-election. The committee members are satisfied that both of them remain independent in accordance with Rule 3.13 of the Listing Rules and are of the view that both of them have provided independent, balanced and objective view to the Company's affairs. In addition, the committee members believes that the diversified educational background and professional experience of Mr. Wong and Mr. Lie contributed to the diversity of the Board. As Mr. Wong Ying Loi is a member of the Nomination Committee, he abstained from the discussion and voting on his nomination for re-election as an independent non-executive Director when it was being considered,

The biographical details of the above retiring Directors 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 18 May 2018, 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 360,491,200 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.

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## LETTER FROM THE BOARD

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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 hereto.

#### IV. PROPOSED CHANGE OF AUDITOR

Reference is made to the announcement of the Company dated 15 April 2019.

At the annual general meeting of the Company held on 18 May 2018, Deloitte Touche Tohmatsu was re-appointed as the auditor of the Company for the year ended 31 December 2018. Deloitte Touche Tohmatsu shall retire as the auditor of the Company upon the expiration of its current term of office at the close of the AGM.

As Deloitte Touche Tohmatsu has been serving as the Company's auditor for eight consecutive years, with the recommendation of the audit committee of the Company (the "**Audit Committee**"), the Board proposes to change the auditor of the Company in order to ensure the objectivity and independence of the auditor .

The Board has resolved to propose the appointment of KPMG as the new auditor of the Company to fill the vacancy following the retirement of Deloitte Touche Tohmatsu.

Ordinary resolution will be proposed at the AGM for the Shareholders to consider and, if thought fit, approve the change of auditor of the Company.

#### V. AGM

The notice convening the AGM to be held at World Trade Centre Club Hong Kong, 38th Floor, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Friday, 24 May 2019 at 9:30 a.m. is set out on pages 18 to 22 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 Directors, 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](http://www.hkexnews.hk)) and the Company's website ([www.gwtd.com.hk](http://www.gwtd.com.hk)) after the AGM, in the manner prescribed under the Listing Rules.

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## LETTER FROM THE BOARD

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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 thereon 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 thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

### **VI. DECLARATION OF FINAL DIVIDEND**

The Directors recommend the payment of a final dividend of HK1.9 cents per Share for the year ended 31 December 2018 to the Shareholders whose names appear on the register of members of the Company on Friday, 31 May 2019, subject to the approval by the Shareholders at the AGM. The final dividend is expected to be paid to the Shareholders on or about Thursday, 13 June 2019.

### **VII. CLOSURE OF REGISTER OF MEMBERS**

For determining the entitlement to attend and vote at the AGM to be held on Friday, 24 May 2019, the register of members of the Company will be closed from Tuesday, 21 May 2019 to Friday, 24 May 2019 (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 Monday, 20 May 2019.

For determining the entitlement to the proposed final dividend which is subject to approval by the Shareholders at the AGM, the register of members of the Company will also be closed from Thursday, 30 May 2019 to Friday, 31 May 2019 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify for the proposed final dividend, 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 Wednesday, 29 May 2019.

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## LETTER FROM THE BOARD

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### VIII. 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.

### IX. 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.

### X. 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*

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

**Mr. Wong Kam Keung, Barry**

**Mr. Wong Kam Keung, Barry (王錦強)**, aged 45, is an Executive Director and the Standing Vice President of the Group. He is also one of the controlling shareholders of the Company. He is responsible for administration, human resources management and projects development of the Group in Hunan province. Mr. Wong joined the Group in 1996. Mr. Wong has been the General Manager of Zhuzhou Golden Wheel Real Estate Limited since 1 August 2004 and Zhuzhou Golden Wheel Business Management Limited since 1 February 2010, respectively. Mr. Wong was appointed as a Director on 26 April 2012. He has over 20 years of experience in the real estate industry.

Mr. Wong is involved in various associations, including being:

- a member of Hunan Provincial Committee of the Chinese People's Political Consultative Conference\*;
- a member of Youth Committee of All-China Federation of Returned Overseas Chinese Association\*;
- a standing committee member of Guangdong Provincial Overseas Chinese Association\*;
- a Deputy Chairman of Shenzhen Returned Overseas Chinese Association\*;
- a Deputy Chairman of Hunan Provincial Federation of Overseas Chinese Entrepreneurs\*;
- a Director of Hong Kong Federation of Overseas Chinese Associations\*;
- a standing committee member of Hunan Provincial Federation of Returned Overseas Chinese Association\*;
- a standing committee member of Changsha Overseas Fraternal Association\*; and
- a standing committee member of Nanjing Overseas Fraternal Association\*.

Mr. Wong completed the Foundation Studies Certificate Course of Unisearch Limited (now known as New South Innovations Pty Limited, an entity controlled by The University of New South Wales of Australia) in 1993.

Save as disclosed above, Mr. Wong does not hold any directorship in other public listed companies nor does he have any other major work experience.

Mr. Wong Kam Keung, Barry is the younger son of Mr. Wong Yam Yin (an Executive Director) and Ms. Hung So Ling, and the younger brother of Mr. Wong Kam Fai (an Executive Director).

As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Mr. Wong and his family were interested in (i) 697,775,600 Shares held by Golden Wheel Realty, which represented approximately 38.71% of the issued share capital of the Company; and (ii) debentures of the Company in the amount of US\$3,600,000 held by Golden Wheel Realty and US\$1,200,000 held by the spouse of Mr. Wong.

Mr. Wong renewed his service agreement with the Company for a term of two years commencing from 16 January 2019 and will be subject to retirement by rotation and re-election in accordance with the Articles of Association. Either the Company or Mr. Wong may terminate the said service agreement at any time by giving not less than three months' notice in writing to the other. Pursuant to the terms of his service agreement, Mr. Wong is entitled to an annual emolument of HK\$144,000 which has been determined by the Board with reference to his role, duties and experience. He is also entitled to a discretionary bonus to be determined by the Board subject to his performance. The above emolument and bonus do not include the remuneration received by Mr. Wong who also served in other positions of the Group.

Save as disclosed above, there are no other matters in relation to Mr. Wong's re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**Mr. Gunawan Kiky**

**Mr. Gunawan Kiky**, aged 71, is a Non-executive Director. He joined the Group in 2002. Mr. Gunawan was appointed as a Director on 26 April 2012.

Mr. Gunawan is an Indonesian Chinese. In the 1980s, he established his own trading business.

Mr. Gunawan joined Indonesia Bandung Lions Clubs International\* in 1989. In 2000, Mr. Gunawan founded Indonesia Bandung Hakka Chinese Association\* and has been a financial supervisor of the association.

Save as disclosed above, Mr. Gunawan does not hold any directorship in other public listed companies nor does he have any other major work experience.

Mr. Gunawan does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Gunawan and Fire Spark Holdings Limited, a company wholly-owned by Mr. Gunawan and his family, were interested in 86,118,950 Shares, which represented approximately 4.77% of the issued share capital of the Company within the meaning of Part XV of the SFO.

Mr. Gunawan renewed his service agreement with the Company for a term of two years commencing from 16 January 2019 and will be subject to retirement by rotation and re-election in accordance with the Articles of Association. Either the Company or Mr. Gunawan may terminate the said service agreement by giving not less than three months' notice in writing to the other. Pursuant to the terms of his service agreement, Mr. Gunawan is entitled to an annual emolument of HK\$240,000 which has been determined by the Board with reference to his qualification, experience, responsibilities to be undertaken, and the prevailing market level of remuneration of similar position.

Save as disclosed above, there are no other matters in relation to Mr. Gunawan's re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**Mr. Wong Ying Loi**

**Mr. Wong Ying Loi** (黃英來), aged 74, is an Independent Non-executive Director and a member of the Nomination Committee. Mr. Wong was appointed as a Director on 10 December 2012. Mr. Wong has over 20 years of experience in business management. He has been operating his own trading and manufacturing business since the 1980s.

Mr. Wong is involved in various associations, including being:

- the Chairman of Chiao Yao Association Limited\*;
- a member of the Ninth and Tenth sessions of the Chinese People's Political Consultative Committee of Hubei province\*; and
- an honorary member of All-China Federation of Returned Overseas Chinese Association\*.

Mr. Wong obtained a diploma in English from Huaqiao University in July 1968.

Save as disclosed above, Mr. Wong does not hold any directorship in other public listed companies nor does he have any other major work experience.

Mr. Wong does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Wong did not have any interests in the Shares but was interested in debentures of the Company in the amount of US\$200,000 within the meaning of Part XV of the SFO.

Mr. Wong renewed his appointment letter with the Company for a term of one year commencing from 16 January 2019 and will be subject to retirement by rotation and re-election in accordance with the Articles of Association. Either the Company or Mr. Wong may terminate the said appointment letter by giving not less than one month's notice in writing to the other. Pursuant to the terms of his appointment letter, Mr. Wong is entitled to an annual emolument of HK\$144,000 which has been determined by the Board with reference to his qualification, experience, responsibilities to be undertaken, and the prevailing market level of remuneration of similar position.

Save as disclosed above, there are no other matters in relation to Mr. Wong's re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**Mr. Lie Tak Sen**

**Mr. Lie Tak Sen** (李達生), aged 70, is an Independent Non-executive Director and a member of the Audit Committee and the remuneration committee of the Company. Mr. Lie was appointed as a Director on 10 December 2012. Mr. Lie has over 20 years of experience in business management. He has been operating his own trading business since 1990.

Mr. Lie is involved in various associations, including being:

- a member of All-China Federation of Returned Overseas Chinese Association\*; and
- a consultant of Beijing Returned Overseas Chinese Federation\*.

Save as disclosed above, Mr. Lie does not hold any directorship in other public listed companies nor does he have any other major work experience.

Mr. Lie does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Lie did not have any interests in the Shares but was interested in debentures of the Company in the amount of US\$2,000,000 within the meaning of Part XV of the SFO.

Mr. Lie entered into an appointment letter with the Company for a term of one year commencing from 16 January 2019 and will be subject to retirement by rotation and re-election in accordance with the Articles of Association. Either the Company or Mr. Lie may terminate the said 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. Lie is entitled to an annual emolument of HK\$144,000 which has been determined by the Board with reference to his qualification, experience, responsibilities to be undertaken, and the prevailing market level of remuneration of similar position.

Save as disclosed, there are no other matters in relation to Mr. Lie's re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

\* The English transliteration of the Chinese names of the PRC entities or Indonesian entities (as applicable) above, where indicated, is included for identification purposes only and is not the official English names for such PRC entities or Indonesian entities (as applicable).

*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\$18,024,560 divided into 1,802,456,000 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 180,245,600 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 Law, 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 Law, 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 Law, out of capital.

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 2018 (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 thereof 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 38.71% 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 43.01% of the issued share capital of the Company. Such increase 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:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2019</b>		
January	0.76	0.72
February	0.80	0.73
March	0.80	0.70
April (up to the Latest Practicable Date)	0.75	0.68
<b>2018</b>		
April	0.83	0.75
May	0.82	0.77
June	0.80	0.73
July	0.79	0.71
August	0.78	0.70
September	0.75	0.68
October	0.72	0.65
November	0.70	0.65
December	0.75	0.66

**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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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: 01232)**

### 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 World Trade Centre Club Hong Kong, 38th Floor, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Friday, 24 May 2019 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 2018.
2. To declare a final dividend of HK1.9 cents per share of the Company for the year ended 31 December 2018.
3. (i) To re-elect the following persons as directors of the Company (“**Directors**”), each as a separate resolution:
  - A. To re-elect Mr. Wong Kam Keung, Barry (王錦強) as an Executive Director.
  - B. To re-elect Mr. Gunawan Kiky as a Non-executive Director.
  - C. To re-elect Mr. Wong Ying Loi (黃英來) as an Independent Non-executive Director.

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## NOTICE OF ANNUAL GENERAL MEETING

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- D. To re-elect Mr. Lie Tak Sen (李達生) as an Independent Non-executive Director.
  - (ii) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors for the year ending 31 December 2019.
4. To appoint KPMG as auditor of the Company for the ensuing year and to authorise the Board to fix its remuneration.

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

### ORDINARY RESOLUTIONS

5. “**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. 6 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 which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
  - (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. 6 below) to make or grant offers, agreements and options 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. 6 below);

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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).”

6. “**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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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. 5 and 6, “**Relevant Period**” means the period from the passing of resolutions No. 5 and 6 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. 5 or 6 by an ordinary resolution of shareholders of the Company in general meeting.”
7. “**THAT** conditional upon resolutions No. 5 and 6 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. 6 above (up to the maximum of 10% of the total number of issued Shares as stated in resolution No. 6 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. 5 above.”

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

Hong Kong, 18 April 2019

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## NOTICE OF ANNUAL GENERAL MEETING

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*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 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 Tuesday, 21 May 2019 to Friday, 24 May 2019, 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 Monday, 20 May 2019.

To ascertain shareholders' entitlement to the proposed final dividend subject to the passing of resolution No. 2 as set out in this notice, the register of members of the Company will be closed from Thursday, 30 May 2019 to Friday, 31 May 2019, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for the proposed final dividend, 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 Wednesday, 29 May 2019.

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 thereto; 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. 5 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. 5 above.
6. References to time and dates in this notice are to Hong Kong time and dates.