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GOLDEN WHEEL TIANDI HOLDINGS COMPANY LIMITED

金輪天地控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1232)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Golden Wheel Tiandi Holdings Company Limited (the “**Company**”) will be held at Unit A, 18 Floor, Lee & Man Commercial Center, 169 Electric Road, Fortress Hill, Hong Kong on 13 December 2019 at 3 p.m. or any adjournment of such meeting for the purposes of considering and, if thought fit, passing the following resolutions, with or without modification, as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT** the sale and purchase agreement dated 11 October 2019 (the “**Sale and Purchase Agreement**”, a copy of which has been produced to the EGM marked “A” and initialled by the chairman of the EGM for identification purposes) entered into among Golden Wheel Jasper Company Limited (the “**Vendor**”), the Company and Anchor Street Investment Limited (the “**Purchaser**”) in relation to the proposed disposal (the “**Proposed Disposal**”) of the entire share capital of Double Advance Group Limited (the “**Target Company**”) and all amounts (the “**Shareholder’s Loan**”) owing by the Target Company to the Vendor as at completion of the Proposed Disposal, pursuant to which, among other things, the Vendor has conditionally agreed to sell, and the Purchaser has conditionally agreed to acquire, the entire share capital in the Target Company and the Shareholder’s Loan for a cash consideration of HK\$515,000,000 (subject to adjustments, and the maximum consideration is HK\$530,000,000) and the transactions contemplated under it be and are hereby approved, confirmed and ratified; and any one director of the

Company be and is hereby authorised to take all steps and acts and things and to sign and execute all documents, instruments and agreements (including the affixation of the Company's common seal) deemed by the director to be incidental to, ancillary to or in connection with the Sale and Purchase Agreement and the transactions contemplated under it.”

2. “**THAT** Mr. Li Sze Keung be re-elected as an independent non-executive director of the Company.”

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

Hong Kong, 22 November 2019

Notes:

- (1) Any member of the Company entitled to attend and vote at the meeting convened by the above 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 proxy form 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, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return 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 proxy form 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 EGM, the register of members of the Company will be closed from Tuesday, 10 December 2019 to Friday, 13 December 2019, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to qualify to attend and vote at the EGM, all transfers of shares of the Company 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 9 December 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 in respect of the relevant joint holding.
- (5) Shareholders are advised to read the circular to the shareholders of the Company dated 22 November 2019 which contains information concerning the resolutions to be proposed in this notice.
- (6) According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of Shareholders at a general meeting of the Company must be taken by poll. Accordingly, the chairman of the EGM will exercise his power under the articles of association of the Company to demand a poll in relation to the proposed ordinary resolutions at the EGM.
- (7) References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board of Directors of the Company consists of Mr. Wong Yam Yin, Mr. Wong Kam Fai, Mr. Wong Kam Keung, Barry, Mr. Tjie Tjin Fung, and Mr. Janata David as Executive Directors; Mr. Suwita Janata and Mr. Gunawan Kiky as Non-executive Directors; Mr. Wong Ying Loi, Mr. Lie Tak Sen, Mr. Wong Cho Kei, Bonnie and Mr. Li Sze Keung as Independent Non-executive Directors.