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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 ISSUE OF  
US DOLLAR DENOMINATED SENIOR NOTES**

The Company proposes to conduct an international offering of US dollar denominated senior notes to professional investors outside the United States. BOC International, Guotai Junan International, Haitong International, HSBC and CLSA are the joint global coordinators and BOC International, Guotai Junan International, Haitong International, HSBC, CLSA, HeungKong Financial and Orient Securities (Hong Kong) are the joint bookrunners and joint lead managers of the Proposed Notes Issue.

Terms of the Notes, including the aggregate principal amount, the offer price and interest rate, will be determined through a book-building exercise to be managed by the Initial Purchasers. The Notes are proposed to be guaranteed by the Subsidiary Guarantors. Upon finalising the terms of the 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 Notes Issue upon the signing of the Purchase Agreement.

The Company intends to seek the listing of the Notes on the SEHK. Application has been made for the listing and quotation of the Notes on the SEHK. Admission of the Notes on the SEHK, if granted, and the listing and quotation of the Notes on the SEHK, are not to be taken as an indication of the merits of the Company, its subsidiaries, its associated companies or the Notes.

The Company intends to use the net proceeds from the Proposed Notes Issue to refinance existing indebtedness, including any payment in connection with the Tender Offer for the 2021 USD Notes.

The 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 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 NOTES**

### **Introduction**

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

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### **Reasons for the Proposed Notes Issue**

The Company intends to use the net proceeds from the Proposed Notes Issue to refinance existing indebtedness, including any payment in connection with the Tender Offer for the 2021 USD Notes.

### **Listing**

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

## **GENERAL**

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A further announcement in respect of the Proposed 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:

|                              |  |
|------------------------------|--|
| “2021 USD Notes”             | The 7.00% senior notes due 2021 issued by the Company on January 18, 2018, March 5, 2019 and September 27, 2019  |
| “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 Notes Issue  |
| “CLSA”                       | CLSA Limited, one of the joint global coordinators, joint bookrunners and joint lead managers in respect of the Proposed 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 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 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 Notes Issue                                       |

|                                 |   |
|---------------------------------|---|
| “HeungKong Financial”           | HeungKong Securities Limited, one of the joint bookrunners and joint lead managers in respect of the Proposed 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 Notes Issue |
| “Initial Purchasers”            | BOC International, Guotai Junan International, Haitong International, HSBC, CLSA, HeungKong Financial and Orient Securities (Hong Kong)                                       |
| “Notes”                         | the notes to be issued by the Company.  |
| “Orient Securities (Hong Kong)” | Orient Securities (Hong Kong) Limited, one of the joint bookrunners and joint lead managers in respect of the Proposed Notes Issue  |
| “PRC”                           | the People’s Republic of China, excluding Hong Kong, Macau Special Administrative Region and Taiwan for the purpose of this announcement                                      |
| “Proposed Notes Issue”          | the proposed issue of the 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 Notes Issue                              |
| “Securities Act”                | the United States Securities Act 1993, as amended   |
| “SEHK”                          | The Stock Exchange of Hong Kong Limited   |

|                         |   |
|-------------------------|---|
| “Subsidiary Guarantors” | the subsidiaries of the Company that on the issue date of the Notes will provide guarantees to secure the Company’s obligations under the Notes             |
| “Tender Offer”          | the purchase of any and all of the Company’s outstanding 2021 USD Notes, as further described in the announcement made by the Company dated January 6, 2020 |
| “United States”         | the United States of America  |
| “US dollar”             | the lawful currency of the United States  |

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

Hong Kong, January 6, 2020

*As at the date of this announcement, 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.*