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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)

**MAXIMUM ACCEPTANCE AMOUNT WITH RESPECT
TO THE TENDER OFFER FOR
THE OUTSTANDING US\$296,062,000 7.00% SENIOR NOTES
DUE 2021 OF THE COMPANY**

Reference is made to the announcement made by the Company on June 29, 2020 in relation to the Tender Offer (the “**Tender Offer Announcement**”). Capitalized terms used in this announcement but not otherwise defined herein shall have the same meanings as those defined in the Tender Offer Announcement.

BACKGROUND

The Company is commencing the Tender Offer as part of the Refinancing pursuant to which the Company expects to issue, on or prior to the Payment Date, the New Notes on terms and conditions reasonably satisfactory to the Company.

As disclosed in the Tender Offer Announcement, the Company proposes to accept for purchase the Notes in a cash amount equal to US\$120 million subject to the net proceeds to be received from the New Notes Issuance (the “**Maximum Acceptance Amount**”) on the terms and subject to the conditions contained in the Tender Offer Memorandum.

On June 29, 2020, the Company entered into a purchase agreement with BOCI Asia Limited, Guotai Junan Securities (Hong Kong) Limited, Haitong International Securities Company Limited, CLSA Limited, The Hongkong and Shanghai Banking Corporation Limited, Deutsche Bank AG, Hong Kong Branch, HeungKong Securities Limited, Orient Securities (Hong Kong) Limited and Kaisa Financial Group Company Limited, pursuant to which such initial purchasers agreed to purchase from the Company New Notes in an aggregate principal amount of US\$170 million, subject to the terms and conditions therein.

The Noteholders are hereby reminded that the Maximum Acceptance Amount may be increased or reduced at the Company’s sole discretion. The Company reserves the right, in its sole and absolute discretion, to purchase the Notes in excess of or below the Maximum Acceptance Amount, or to not purchase any Notes, subject to applicable law.

If the aggregate principal amount of the Notes validly tendered exceeds the final Maximum Acceptance Amount, the Company will, subject as set out below, accept such Notes on a pro rata basis such that the aggregate principal amount of the Notes accepted for purchase does not exceed the final Maximum Acceptance Amount. See the section headed “The Tender Offer – Maximum Acceptance Amount and Scaling” in the Tender Offer Memorandum for details.

Subject to applicable law, the Company may, in its sole discretion, extend, amend or terminate the Tender Offer as provided in the Tender Offer Memorandum. Furthermore, the Company may, in its sole discretion extend, amend or terminate the Tender Offer if any of the Conditions has not been satisfied or waived on or prior to the Payment Date. Details of any such extension, amendment or termination will be announced as provided in the Tender Offer Memorandum as soon as reasonably practicable after the relevant decision is made. Additionally, the Company reserves the right, in its sole and absolute discretion not to accept any tender of Notes.

The Company has expressed no opinion with respect to the Tender Offer. None of the Company, BOCI Asia Limited (the “**Dealer Manager**”) and D.F. King Ltd. (the “**Information and Tender Agent**”), DB Trustees (Hong Kong) Limited (the “**Trustee**”) or any of their respective affiliates makes any recommendation as to whether or not any Noteholder should tender its Notes pursuant to the Tender Offer. Each Noteholder must make its own decision as to whether or not to tender its Notes in connection with the Tender Offer and if so, as to how many Notes to tender.

The Tender Offer is not being made, and will not be made, directly or indirectly, in or into, or by use of the mail of, or by any means or instrumentality of interstate or foreign commerce of or of any facilities of a national securities exchange of, the United States. Accordingly, copies of this announcement and the Tender Offer Memorandum and any other documents or materials relating to the Tender Offer are not being, and must not be, directly or indirectly mailed or otherwise transmitted, distributed or forwarded from, within or into the United States. Any purported tender of Notes in the Tender Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Notes made by a person located in the United States or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from the United States will be invalid and will not be accepted.

MAXIMUM ACCEPTANCE AMOUNT

The Maximum Acceptance Amount is US\$120 million.

FURTHER INFORMATION

The Company has retained BOCI Asia Limited as the Dealer Manager and D.F. King Ltd. as the Information and Tender Agent in relation to the Tender Offer.

All documentation regarding the Tender Offer, together with any updates, are available via the Tender Offer website: <https://sites.dfkingltd.com/goldenwheel>.

THE DEALER MANAGER

BOCI Asia Limited

26/F, Bank of China
Tower 1 Garden Road,
Central

Attn: Head of Debt Capital Markets

Tel: +852 3988 6910

Requests for information in relation to the procedures for tendering Notes and participating in the Tender Offer and the submission of an Electronic Instruction should be directed to the Information and Tender Agent:

THE INFORMATION AND TENDER AGENT

D.F. King Ltd.

In London:

65 Gresham Street
London, EC2V 7NQ
United Kingdom

Telephone: +44 20 7920 9700

In Hong Kong:

Suite 1601, 16/F, Central Tower
28 Queen's Road Central
Central, Hong Kong

Telephone: +852 3953 7208

Email: goldenwheel@dfkingltd.com

Tender Offer Website: <https://sites.dfkingltd.com/goldenwheel>

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

Hong Kong, June 30, 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.