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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)**

### **(I) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 16 MAY 2025; AND (II) SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE**

References are made to the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) and the circular (the “**Circular**”) of Golden Wheel Tiandi Holdings Company Limited (the “**Company**”) both dated 31 March 2025. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those used in the Circular.

#### **RESULTS OF THE AGM**

The Board is pleased to announce that all the ordinary resolutions as set out in the Notice were duly passed by the Shareholders by way of poll at the AGM held on 16 May 2025.

Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar and transfer office in Hong Kong, was appointed as the scrutineer at the AGM for the purpose of vote-taking. All Directors (except for Mr. Li Sze Keung who was unable to attend the AGM due to other business commitment) attended the AGM.

Details of the poll results of all the ordinary resolutions proposed at the AGM were set out as follows:

Ordinary resolutions <i>(Note (1))</i>		Number of votes cast (Approximate percentage of number of votes cast) (%) <i>(Note (2))</i>	
		For	Against
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 2024.	1,461,935,990 (100%)	0 (0%)
2.	(a) To re-elect the following persons as Directors, each as a separate resolution:		
	(i) To re-elect Mr. Suwita Janata as a non-executive Director.	1,462,043,990 (100%)	0 (0%)
	(ii) To re-elect Mr. Li Sze Keung as an independent non-executive Director.	1,462,041,990 (99.999863%)	2,000 (0.000137%)
	(iii) To re-elect Ms. Wong Lai Ling as an independent non-executive Director.	1,462,043,990 (100%)	0 (0%)
	(iv) To re-elect Mr. Chan Chi Wai as an independent non-executive Director.	1,462,041,990 (99.999863%)	2,000 (0.000137%)
	(b) To authorise the Board to fix the Directors' remuneration for the year ending 31 December 2025.	1,462,035,990 (99.999453%)	8,000 (0.000547%)
3.	To re-appoint Prism Hong Kong Limited as auditor of the Company for the ensuing year and to authorise the Board to fix the auditor's remuneration.	1,462,043,990 (100%)	0 (0%)
4.	To give a general mandate to the Directors to allot, issue or otherwise deal with Shares not exceeding 20% of the total number of Shares in issue.	1,460,807,990 (99.915461%)	1,236,000 (0.084539%)
5.	To give a general mandate to the Directors to repurchase Shares of up to 10% of the total number of Shares in issue.	1,462,043,990 (100%)	0 (0%)
6.	To extend the general mandate to issue Shares as mentioned in resolution no. 4 by the number of Shares repurchased under the general mandate granted under resolution no. 5 above.	1,460,807,990 (99.915461%)	1,236,000 (0.084539%)

Ordinary resolutions <i>(Note (1))</i>		Number of votes cast (Approximate percentage of number of votes cast) (%) <i>(Note (2))</i>	
		For	Against
7.	<p>(a) To approve, ratify and confirm the RSA (including the Term Sheet) and the transactions contemplated thereunder;</p> <p>(b) To approve the proposed issue of the New Notes and the transactions contemplated thereunder;</p> <p>(c) To approve the proposed Management Service Agreements and the transactions contemplated thereunder (including the provision of the Performance Guarantee);</p> <p>(d) To give a specific mandate to the Directors to allot, issue or otherwise deal with the New Shares;</p> <p>(e) To approve the Transfer and the transactions contemplated thereunder; and</p> <p>(f) To authorise any one Director to do all such things and acts and sign, ratify or execute all documents which he/she considers necessary, desirable or expedient to implement or to give effect to any matters relating to the RSA (including the Term Sheet), the issue of New Notes, the Property Management Agreements (including the provision of the Performance Guarantee), the issue of New Shares, the Transfer and the transactions contemplated thereunder.</p>	677,661,620 (99.999115%)	6,000 (0.000885%)
8.	To approve the Share Consolidation.	1,462,017,990 (99.998222%)	26,000 (0.001778%)

*Notes:*

- (1) The above table only provides a summary of the resolutions. The full text of these resolutions is set out in the Notice.
- (2) The number of votes and approximate percentage of voting Shares as stated above are based on the total number of the issued Shares held by the Shareholders who attended and voted at the AGM in person, by authorised representative or by proxy.

- (3) As at the date of the AGM, the total number of the issued Shares was 1,799,020,000 Shares, representing the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the AGM except for resolution numbered 7 as discussed below. As the Wong Family, Mr. Suwita Janata and Mr. Gunawan Kiky (including companies controlled by them) are each interested in the Existing Notes and will be issued New Notes and New Shares as part of the Scheme, each of the Wong Family, Golden Wheel Realty Company Limited, Mr. Suwita Janata, Golden Era Forever Holding Company Limited, Golden Joy Forever Holding Company Limited, Mr. Gunawan Kiky and Fire Spark Holdings Limited are required under the Listing Rules to abstain from voting on the resolution numbered 7 at the AGM for approving the issue of New Notes, provision of financial assistance, issue of New Shares and the Transfer.

Based on the aggregate interests of the abovementioned Shareholders, the total number of Shares of Shareholders that are required under the Listing Rules to abstain from voting on the resolution numbered 7 is 951,375,950 Shares, representing approximately 52.88% of the total number of issued Shares as at the date of the AGM. The total number of Shares of the Company entitling the Independent Shareholders to attend and vote for or against resolution numbered 7 at the AGM was 847,644,050 Shares, representing approximately 47.12% of the total number of issued Shares of the Company as at the date of the AGM. Mr. Suwita Janata, Golden Era Forever Holding Company Limited, Golden Joy Forever Holding Company Limited, Mr. Gunawan Kiky and Fire Spark Holdings Limited have abstained from voting on the resolution numbered 7 at the AGM. The Wong Family, together with the company controlled by it, Golden Wheel Realty Company Limited, is interested in 736,475,600 Shares as at the date of the AGM. They had abstained from voting for resolution numbered 7 at the AGM in respect of 601,933,600 Shares. However, the remaining 134,542,000 Shares were held through CCASS, and inadvertently, the brokers were instructed to cast votes for the resolutions at the AGM, including for resolution numbered 7. After such votes cast are disregarded, the total number of votes cast in favour of resolution numbered 7 is 543,119,620 and the total number of votes cast against resolution numbered 7 would remain as 6,000. As such, resolution numbered 7 would still have been passed even without counting such votes associated with the Wong Family.

Save as disclosed above, to the best knowledge, information and belief of the Directors after having made all reasonable enquiries, no other Shareholder was required to abstain from voting on any of the resolutions proposed at the AGM. There was also no Share entitling the Shareholders to attend and abstain from voting in favour of any of the resolutions proposed at the AGM and no Shareholder had indicated in the Circular his/her/its intention to vote against or to abstain from voting on the resolutions proposed at the AGM.

As more than 50% of the votes were cast in favour of each of the resolutions numbered 1 to 8, such resolutions were duly passed as ordinary resolutions of the Company by way of poll at the AGM.

## **SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE**

The Board is also pleased to announce that as all the conditions of the Share Consolidation have been fulfilled on Friday, 16 May 2025, the Share Consolidation and the Change in Board Lot Size will become effective on Tuesday, 20 May 2025. Dealings in the Consolidated Shares will commence at 9:00 a.m. on Tuesday, 20 May 2025. Shareholders may during the period from Tuesday, 20 May 2025 to Wednesday, 25 June 2025 (both days inclusive), submit their existing share certificates in the colour of orange for the Shares 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 to exchange, at the expense of the Company, for new share certificates in the colour of yellow for the Consolidated Shares.

Please refer to the Circular for further details, including the trading arrangement, the exchange of share certificates and matching services for odd lots in connection with the Share Consolidation and the Change in Board Lot Size.

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

Hong Kong, 16 May 2025

*As at the date of this announcement, the Board comprises Mr. Wong Yam Yin, Mr. Wong Kam Fai, Mr. Wong Kam Keung, Barry and Mr. Tjie Tjin Fung as Executive Directors; Mr. Suwita Janata and Mr. Gunawan Kiky as Non-Executive Directors; Mr. Li Sze Keung, Mr. Chan Chi Wai and Ms. Wong Lai Ling as Independent Non-Executive Directors.*