

IN THE HIGH COURT OF THE HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE

HCMP 2713 OF 2024

IN THE MATTER OF GOLDEN WHEEL TIANDI HOLDINGS COMPANY LIMITED
(金輪天地控股有限公司)

AND

IN THE MATTER OF SECTIONS 670, 673 AND 674 OF THE COMPANIES ORDINANCE
(CAP. 622 OF THE LAWS OF HONG KONG)

NOTICE OF SCHEME MEETING

Unless otherwise specified, capitalized terms used in this notice shall have the same meanings given to them in the explanatory statement (the “**Explanatory Statement**”) relating to the proposed scheme of arrangement (the “**Scheme**”) between Golden Wheel Tiandi Holdings Company Limited (金輪天地控股有限公司) (the “**Company**”) and the Scheme Creditors under Sections 670, 673 and 674 of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong).

Copies of the Explanatory Statement (including Scheme, the Solicitation Packet and the documentation to be completed by or on behalf of the Scheme Creditors in order to vote and/or receive Restructuring Consideration) are available for download from the Transaction Website (<https://clients.dfkingltd.com/Goldenwheel>). Any persons entitled to attend the Scheme Meeting may request to schedule an appointment to inspect the digital or printed copies of this notice and the Explanatory Statement during usual business hours on any day (other than a Saturday, Sunday or a public holiday) prior to the date appointed for the Scheme Meeting at the offices of Sidley Austin in Hong Kong (please refer to contact details provided below).

NOTICE IS HEREBY GIVEN that by an order of the Court of First Instance of the High Court of the Hong Kong Special Administrative Region (the “**Court**”) dated 12 March 2025 (the “**Convening Order**”), the meeting of the Scheme Creditors (the “**Scheme Meeting**”) be convened for the purpose of considering and, if thought fit, approving (with or without modification) the Scheme.

Venue, time and video conference availability for the Scheme Meeting

The Scheme Meeting will be held on 3 June 2025 (Tuesday) at 11:00 a.m. (Hong Kong Time) at the offices of Sidley Austin at 39/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong, with any adjournment as may be necessary or appropriate, and any changes in arrangements relating to the Scheme Meeting shall be communicated to the Scheme Creditors in advance of the Scheme Meeting on the Transaction Website and the Company’s website.

Scheme Creditors will be able to attend the Scheme Meeting and vote in person or by an authorized representative (if a corporation) or by proxy. Scheme Creditors will also be able to attend the Scheme Meeting by video conference using conferencing details and passcode that can be obtained on request from the Information Agent (if you are a Scheme Creditor who is not a Sanctions-Affected Scheme Creditor) or the Blocked Scheme Creditor Tabulation Agent (if you are a Blocked Scheme Creditor).

Methods of voting and deadline for submitting voting forms

In order to attend and vote on the Scheme at the Scheme Meeting (whether in person, by authorized representative or by proxy): (i) a Scheme Creditor (who is an Existing Noteholder) is required to submit

its Custody Instructions via the Clearing Systems by no later than 11:00 p.m. (Hong Kong Time) on 27 May 2025 (the “**Custody Instruction Deadline**”), and (ii) each Scheme Creditor must ensure that its Account Holder Letter, Lender Proxy Form or Blocked Scheme Creditor Form (as applicable) is validly completed, and submitted to the Information Agent via the Transaction Website or to the Blocked Scheme Creditor Tabulation Agent (as applicable) by no later than 11:00 p.m. (Hong Kong Time) on 29 May 2025 (the “**Record Time**”). If you are a Blocked Scheme Creditor, please refer to the Explanatory Statement for the arrangements that apply to you in order to participate and vote in the Scheme Meeting.

In order to receive the Restructuring Consideration on the Restructuring Effective Date, each Scheme Creditor (who is not Blocked Scheme Creditors) is required to submit its validly completed Account Holder Letter and/or Lender Proxy Form (as applicable), Distribution Confirmation Deed and Designated Recipient Form (if applicable) to the Information Agent via the Transaction Website by the Record Time.

Sanction Hearing and Scheme Conditions

The Scheme, if approved at the Scheme Meeting, will be subject to the subsequent approval and sanction of the Court, and the satisfaction or waiver (as applicable) of the conditions set out in Clause 14 of the Scheme. The Sanction Hearing is presently scheduled to take place at 10 a.m. (Hong Kong Time) on 24 June 2025 at the Court.

Contact Details

Information Agent - D.F. King Ltd.

Telephone: +852 5803 3892
Email: goldenwheel@dfkingltd.com
Transaction Website: <https://clients.dfkingltd.com/Goldenwheel>

Blocked Scheme Creditor Tabulation Agent – Madison Pacific Corporate Services Limited

Telephone: +852 2599 9500
Email: goldenwheel@madisonpac.com

The Company’s Financial Advisors

Alvarez & Marsal Corporate Finance Limited

Telephone: +852 3102 2600
Email: ProjectFerris@alvarezandmarsal.com

Guotai Junan Securities (Hong Kong) Limited

Telephone: +852 2509 9118
Email: dcm.goldenwheelm@gtjas.com.hk

The Company’s Legal Advisor – Sidley Austin

Telephone: +852 2509 7888
Email: SidleyProjectFerrisLM@sidley.com
Address: 39/F, Two International Finance Centre, Central, Hong Kong

Dated this 12th day of May 2025

Golden Wheel Tiandi Holdings Company Limited

金輪天地控股有限公司