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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 AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by Golden Wheel Tiandi Holdings Company Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) in relation to the proposed amendments to the existing second amended and restated memorandum of association and the existing amended and restated articles of association of the Company (the “**Memorandum and Articles of Association**”).

The board of directors of the Company (the “**Board**”) proposes to make certain amendments to the existing Memorandum and Articles of Association to (i) reflect the change in par value of the Company’s shares after the share consolidation as set out in the Company’s announcement dated 24 January 2025 and circular dated 31 March 2025; (ii) allow the Company to hold hybrid or electronic general meetings and voting by the shareholders of the Company (the “**Shareholders**”) by electronic means; (iii) provide the Company with flexibility to hold and dispose of any repurchased shares of the Company as treasury shares; (iv) make other amendments to reflect certain updates in relation to the Listing Rules particularly the Listing Rules amendments in relation to the further expansion of the paperless listing regime; (v) reflect the uncertificated securities market regime according to the Information Paper on Rule Amendments to Implement an Uncertificated Securities Market and “Issuer Platform” published by the Stock Exchange in May 2025 and (vi) make other necessary house-keeping amendments (collectively, the “**Proposed Amendments**”).

The Board also proposes to adopt the third amended and restated memorandum of association and the second amended and restated articles of association of the Company (the “**New Memorandum and Articles of Association**”) in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association.

The Proposed Amendments and the adoption of the New Memorandum and Articles of Association shall be subject to the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) at the forthcoming annual general meeting of the Company to be convened (the “**AGM**”). A circular containing, among other things, details of the Proposed Amendments and a notice convening the AGM will be despatched to the Shareholders as soon as practicable.

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

Hong Kong, 24 April 2026

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. Chan Chi Wai, Mr. Li Sze Keung and Ms. Wong Lai Ling as Independent Non-Executive Directors.