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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Golden Wheel Tiandi Holdings Company Limited (the “**Company**”) will be held at Unit A, 18 Floor, @Convoy, 169 Electric Road, Fortress Hill, Hong Kong on 8 May 2017 at 10:00 a.m. or any adjournment thereof for the purpose of considering, and if thought fit, passing with or without modification the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the sale and purchase agreement dated 3 March 2017 (the “**Sale and Purchase Agreement**”, a copy of which has been produced to this Meeting marked “A” and initialed by the chairman of this meeting for the purpose of identification), entered into among Golden Wheel Jasper Company Limited (the “**Purchaser**”), the Vendor, the Company and Far East Consortium International Limited in relation to the proposed acquisition (the “**Proposed Acquisition**”) of the entire share capital of Double Advance Group Limited (the “**Target Company**”) and all amounts (the “**Shareholder’s Loan**”) owing by the Target Company to Dorsett Hospitality International Limited (the “**Vendor**”) as at completion of the Proposed Acquisition, pursuant to which, among other things, the Purchaser has conditionally agreed to purchase, and the Vendor has conditionally agreed to sell, the entire share capital in the Target Company and the Shareholder’s Loan for a cash consideration of HK\$450,000,000 (subject to adjustments) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (b) any one director of the Company be and is hereby authorized to do all such further acts and things and to sign and execute all such documents and to take all such steps which is of an administrative nature and ancillary to implementation of the Sale and Purchase Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 12 April 2017

Notes:

- (1) Any member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy or proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
- (2) In order to be valid, a form of proxy together with a power of attorney or other authority, if any, under which it is signed or certified by a notary or an official copy of that power of attorney or authority, must be deposited at the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked. The form of proxy must be signed by the appointor or his attorney authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
- (3) To ascertain shareholders’ eligibility to attend and vote at the EGM, the register of members will be closed from Tuesday, 2 May 2017 to Monday, 8 May 2017, both days inclusive, during which period no share transfers of the Company will be effected. In order to qualify to attend and vote at the EGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 28 April 2017.

- (4) Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, one of the said persons so present being the most, or as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand in the register in respect of the relevant joint holding.
- (5) Shareholders are advised to read the circular to the shareholders of the Company dated 12 April 2017 which contains information concerning the resolution to be proposed in this notice.
- (6) According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting of the Company must be taken by poll. Accordingly, the Chairman of the EGM will exercise his power under the articles of association of the Company to demand a poll in relation to the proposed ordinary resolution at the EGM.

As at the date of this notice, the Board 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. Hui Yan Moon, Mr. Wong Ying Loi, Ms. Howe Sau Man and Mr. Lie Tak Sen as independent non-executive Directors.