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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)

ANNOUNCEMENT

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE
DIRECTOR, CHAIRMAN OF REMUNERATION COMMITTEE
AND MEMBER OF AUDIT COMMITTEE**

Reference is made to the announcement (the “**Announcement**”) issued by Golden Wheel Tiandi Holdings Company Limited (金輪天地控股有限公司) (the “**Company**”) on 22 June 2017 in relation to resignation of Mr. Hui Yan Moon (“**Mr. Hui**”) as an independent non-executive director, the chairman of remuneration committee and a member of audit committee of the Company with effect from 22 June 2017.

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR,
CHAIRMAN OF REMUNERATION COMMITTEE AND MEMBER OF
AUDIT COMMITTEE**

The board of directors (the “**Board**”) of the Company announces that subsequent to the resignation of Mr. Hui, Mr. Wong Cho Kei, Bonnie (“**Mr. Wong**”) is appointed as an independent non-executive director, the chairman of remuneration committee and a member of audit committee of the Company with effect from 1 August 2017.

Mr. Wong, aged 49, has over 10 years of experience in business strategies and corporate management. Mr. Wong obtained a Bachelor of Science in Biomedical Engineering from Boston University, the United States, and a Master of Engineering (Electrical) from Cornell University, the United States, in May 1990 and August 1991 respectively.

Mr. Wong is currently a managing director of Wah Fu Petroleum Company Limited, the business of which includes the wholesale distribution of petroleum and petroleum products, he is mainly responsible for overseeing the financial performance, implementing business strategies of the company. He is also a director of Chuan Chiong Company Limited, which is involved in the trading and wholesale of proprietary Chinese medicine, food product and tea, where he is involved in determination of the company's strategic objectives and policies and monitoring the overall achievement. He is also an independent non-executive director of Ahsay Backup Software Development Company Limited which is engaged in the provision of online backup software solutions to clients via internet business, and listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") with stock code 8290.

Saved as disclosed above, Mr. Wong has not held any other directorships in other listed companies or other major appointments or professional qualifications in the last three years. He has not previously held any position with the Company and its subsidiaries.

Mr. Wong does not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company. Save and except for the USD 200,000 interests in debenture of the Company held by Mr. Wong as at the date of this announcement, he does not have any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Wong has entered into a letter of appointment with the Company for a term of 1 year commencing from 1 August 2017. Pursuant to the articles of association of the Company, Mr. Wong appointment as an independent non-executive director is subject to retirement by rotation and eligible for election at the next general meeting of the Company. He is entitled to a remuneration of HK\$144,000 per annum. Such emoluments were determined with reference to the Company's performance and profitability as well as remuneration benchmarks in the industry and the prevailing market conditions.

Saved as disclosed in this announcement, the Board is not aware of any information which is required to be disclosed pursuant to of Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Rules Governing the Listing of Securities on the Stock Exchange ("**Listing Rules**") and any other matters relating to the appointment of Mr. Wong that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to welcome Mr. Wong joining the Board.

COMPLIANCE WITH RULES 3.10A, 3.21 AND 3.25 OF LISTING RULES

Reference is made to the Announcement which mentioned that the Company failed to comply with the requirements of Rules 3.10A, 3.21 and 3.25 of the Listing Rules due to the resignation of Mr. Hui. After the appointment of Mr. Wong as an independent non-executive director of the Company, the number and qualification of independent non-executive directors and the composition of the Board as well as the membership of the audit committee and remuneration committee of the Company have met the requirements of Rules 3.10A, 3.21 and 3.25 of the Listing Rules.

By order of the Board

Golden Wheel Tiandi Holdings Company Limited

Wong Yam Yin

Chairman

Hong Kong, 1 August 2017

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. Li Yiu Fai, Mr. Lie Tak Sen and Mr. Wong Cho Kei, Bonnie as Independent Non-Executive Directors.