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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 PURSUANT TO RULE 13.18 OF THE LISTING RULES

This announcement is made by Golden Wheel Tiandi Holdings Company Limited (the “**Company**”, together with its subsidiaries, collectively the “**Group**”) pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

FACILITY AGREEMENT

On 30 November 2017, the Company, as the borrower (the “**Borrower**”), entered into a facility agreement (the “**Facility Agreement**”) with a financial institution, as the lender (the “**Lender**”), pursuant to which the Lender has agreed to make available a loan facility of up to HK\$330,000,000 (the “**Loan Facility**”) to the Borrower for a primary term of three years with an option to extend for another two years commencing from the date on which the first advancement under the Facility Agreement is made. The Loan Facility to be obtained under the Facility Agreement shall be applied by the Group for the repayment of Group’s debts.

SPECIFIC PERFORMANCE OBLIGATION

Pursuant to the terms of the Facility Agreement, the availability of the Loan Facility is subject to a number of conditions precedent. One of the conditions precedent of each advancement of loan from the Lender is that Mr. Wong Yam Yin, Ms. Hung So Ling, Mr. Wong Kam Fai and Mr. Wong Kam Keung, Barry (together, “**Wong Family**”) shall directly or indirectly maintain their status as the single largest shareholder of the Company. A breach of such specific performance obligation would constitute an event of default under the Facility Agreement and in such case the Loan Facility may be cancelled and all outstanding principal, together with accrued interest, and all other amounts accrued under the Facility Agreement, may become immediately due and payable.

As of the date of this announcement, Wong Family directly and/or indirectly hold approximately 37.03% of the issued share capital of the Company.

The Company will continue to comply with the disclosure requirements under rule 13.21 of the Listing Rules for so long as circumstances giving rise to the relevant obligation continues to exist.

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

Hong Kong, 30 November 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. Lie Tak Sen, Mr. Li Yiu Fai and Mr. Wong Cho Kei, Bonnie as Independent Non-Executive Directors.