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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)

**DISCLOSEABLE TRANSACTION
SUBSCRIPTION OF NEW SHARES OF
XIAMEN INTERNATIONAL BANK**

The Board is pleased to announce that on 30 December 2016, Nanjing Jade, a wholly-owned subsidiary of the Company, has confirmed with Xiamen International Bank for the subscription of 20,000,000 new shares of Xiamen International Bank at a consideration of RMB96 million (approximately HK\$107 million) pursuant to the Subscription Agreement and the Written Confirmation. The Group, through Zhuzhou Golden Wheel, a wholly-owned subsidiary of the Company, has previously subscribed for 4,000,000 new shares of Xiamen International Bank at a consideration of RMB12.4 million (approximately HK\$13.8 million) pursuant to the Previous Subscription. Upon completion of the Subscription, the Group will hold a total of 24,000,000 shares (represent approximately 0.29% of the total issued shares) of Xiamen International Bank.

The Previous Subscription by itself does not constitute a discloseable transaction of the Company under the Listing Rules. As one or more of the applicable percentage ratios for the Subscription (by itself and when aggregated with the Previous Subscription under Rule 14.22 of the Listing Rules) is more than 5% but all are less than 25%, the Subscription constitutes a discloseable transaction of the Company and are subject to the reporting and announcement requirements but exempt from the shareholders' approval requirement under Chapter 14 of the Listing Rules.

INTRODUCTION

The Board is pleased to announce that on 30 December 2016, Nanjing Jade, a wholly-owned subsidiary of the Company, received a written confirmation from Xiamen International Bank confirming the subscription by Nanjing Jade of 20,000,000 new shares of Xiamen International Bank at a consideration of RMB96 million (approximately HK\$107 million). The new shares will be issued by Xiamen International Bank within 7 business days after the date of the Written Confirmation.

DETAILS OF THE SUBSCRIPTION AGREEMENT

Effective date: 30 December 2016

Parties:

- (1) Xiamen International Bank Co.,Ltd. (廈門國際銀行股份有限公司) (as issuer)
- (2) Nanjing Jade Golden Wheel Realty Company Limited* (南京翡翠金輪置業有限公司) (as subscriber)

Xiamen International Bank is a licensed bank incorporated under the laws of the PRC. To the best of the knowledge, information and belief of the Directors, Xiamen International Bank and its ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons. Further details of Xiamen International Bank are set out in the paragraph headed “Information of the Parties” below.

Number of Subscription Shares: Up to 20,000,000, subject to the confirmation of Xiamen International Bank

Nominal Value: RMB1 per share

Subscription Price: RMB4.8 per share

Consideration: Up to RMB96 million, subject to the confirmation of Xiamen International Bank

Conditions Precedent for the Subscription Shares

- (a) Nanjing Jade has performed all necessary corporate actions to obtain approvals to execute the Subscription Agreement and to perform the obligations to subscribe for the Subscription Shares under the Subscription Agreement;
- (b) after the execution of the Subscription Agreement, Xiamen International Bank has performed all necessary corporate actions to approve the Subscription, and to confirm the exact number of the Subscription Shares;
- (c) subject to the final confirmation and approval of the increase in registered share capital and the number of new issued shares from Xiamen International Bank and relevant authorities, all new issued shares have been fully subscribed by all new investors including Nanjing Jade, and all subscription agreements in relation to the increase in registered share capital have been duly signed between Xiamen International Bank and all other new investors including Nanjing Jade;
- (d) the Subscription Agreement and other legal documentation in relation to the increase in registered share capital of Xiamen International Bank and the Subscription have been duly executed; and
- (e) the relevant authorities (if any) have approved the increase in registered share capital of Xiamen International Bank and the Subscription.

The Subscription Shares

The Subscription Shares are ordinary shares with nominal value of RMB1.00 each of Xiamen International Bank. The Subscription Shares represent approximately 0.29% of the total issued shares) of Xiamen International Bank upon completion of the Subscription. The Subscription Shares are not subject to any lock-up or disposal restrictions.

The Consideration

The consideration for the Subscription Shares of RMB96 million (approximately HK\$107 million) was determined by Xiamen International Bank with reference to the audited financial statements of Xiamen International Bank for the year ended 31 December 2015 and the business prospects of Xiamen International Bank. The Directors consider that the consideration for the Subscription Shares is fair and reasonable and in the interest of the Company and the Shareholders as a whole. The Company intends to use its internal resources to settle the consideration for the Subscription Shares.

PREVIOUS SUBSCRIPTION

The Group, through Zhuzhou Golden Wheel, a wholly-owned subsidiary of the Company, has previously subscribed for 4,000,000 new shares of Xiamen International Bank at a consideration of RMB12.4 million (approximately HK\$13.8 million) pursuant to the Previous Subscription.

Upon completion of the Subscription, the Group will hold a total of 24,000,000 shares (represent approximately 0.29% of the total issued shares) of Xiamen International Bank.

REASONS FOR AND BENEFITS OF THE SUBSCRIPTION

To maximize the interests for the Shareholders and enhance the utilization of idle fund of the Company, the Company will continue to look for suitable investment opportunities with steady income and return. The Subscription and the Previous Subscription are long term investment and hence could improve the capital usage efficiency and earn certain investment return.

The Directors consider that the Subscription is in line with the business objective of the Group. The Directors further consider that the Subscription is in the interests of the Company and the Shareholders as a whole and the terms thereof are on normal commercial terms and that such terms are fair and reasonable.

INFORMATION OF THE PARTIES

The Company and the Group

The Company is a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the main board of the Stock Exchange. The principal business of the Company is investment holding. The Group is principally engaged in commercial and residential property development, property investment and property management in the PRC.

Nanjing Jade

Nanjing Jade is a company incorporated in the PRC and is a wholly-owned subsidiary of the Company. The principal business of Nanjing Jade is property development and property leasing in the PRC.

Zhuzhou Golden Wheel

Zhuzhou Golden Wheel is a company incorporated in the PRC and is a wholly-owned subsidiary of the Company. The principal business of Zhuzhou Golden Wheel is property development and property leasing and management in the PRC.

Xiamen International Bank

Xiamen International Bank is a licensed commercial bank incorporated in the PRC and is principally engaged in the banking business, retail banking and funding business. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, Xiamen International Bank and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

According to the published financial statements of Xiamen International Bank, the audited net asset value of Xiamen International Bank was approximately RMB27,792,087,028. The financial results of Xiamen International Bank prepared in accordance with PRC GAAP for the two years ended 31 December 2015 are as follows:

	For the year ended 31 December	
	2015	2014
	(audited)	(audited)
	<i>RMB</i>	<i>RMB</i>
Net Profit before tax	4,561,973,998	2,927,873,455
Net Profit after tax and other adjustment	3,750,940,304	3,192,641,224

LISTING RULES IMPLICATIONS

The Previous Subscription by itself does not constitute a discloseable transaction of the Company under the Listing Rules. As one or more of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) for the Subscription (by itself and when aggregated with the Previous Subscription under Rule 14.22 of the Listing Rules) is more than 5% but all are less than 25%, the Subscriptions constitutes a discloseable transaction of the Company and are subject to the reporting and announcement requirements but exempt from the shareholders' approval requirement under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context otherwise requires:

“Board”	the board of directors of the Company
“Company”	Golden Wheel Tiandi Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nanjing Jade”	Nanjing Jade Garden Wheel Reality Company Limited* (南京翡翠金輪置業有限公司), a company with limited liability established under the laws of the PRC on 21 June 2002 and a wholly-owned subsidiary of the Group
“PRC”	the People’s Republic of China which, for the purposes of this announcement, excludes the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan
“PRC GAAP”	generally accepted accounting principles in the PRC
“Previous Subscription”	the subscription of 4,000,000 new shares of Xiamen International Bank on 31 December 2015
“Previous Subscription Shares”	4,000,000 shares issued by Xiamen International Bank pursuant to the Previous Subscription Agreement

“RMB”	Renminbi, the lawful currency of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	the subscription of 20,000,000 new shares of Xiamen International Bank pursuant to the Subscription Agreement
“Subscription Agreement”	the subscription agreement entered into between Nanjing Jade and Xiamen International Bank in respect of the Subscription with effective date on 30 December 2016
“Subscription Shares”	20,000,000 new shares to be issued by Xiamen International Bank pursuant to the Subscription Agreement
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“Xiamen International Bank”	Xiamen International Bank Co.,Ltd. * (廈門國際銀行股份有限公司), a licensed bank incorporated under the laws of the PRC
“Written Confirmation”	the written confirmation dated 30 December 2016 issued by Xiamen International Bank to Nanjing Jade, confirming the subscription by Nanjing Jade of 20,000,000 new shares of Xiamen International Bank at a consideration of RMB96 million
“Zhuzhou Golden Wheel”	Zhuzhou Golden Wheel Business Management Company Limited* (株州金輪商業管理有限公司), a company with limited liability established under the laws of the PRC on 1 February 2010, and a wholly-owned subsidiary of the Group

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

Hong Kong, 30 December 2016

As at the date of this announcement, the Board comprises 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.

English translations of company names and other terms from the Chinese language are marked with “” and are provided for identification purposes only.*