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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Golden Wheel Tiandi Holdings Company Limited (the “**Company**”) will be held at The Park Lane Hong Kong, A Pullman Hotel, 310 Gloucester Road, Causeway Bay, Hong Kong on Saturday, 20 May 2017 at 9:30 a.m. for the purposes of considering and transacting the ordinary businesses:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries, the directors’ report and the auditor’s report for the year ended 31 December 2016.
2. To declare a final dividend of RMB2.50 cents (equivalent to HKD2.815 cents) per share for the year ended 31 December 2016.
3. (i) To re-elect the following as directors of the Company (“**Directors**”), each as a separate resolution:
 - A. To re-elect Mr. Wong Kam Fai (王錦輝) as an Executive Director.
 - B. To re-elect Mr. Janata David as an Executive Director.

C. To re-elect Mr. Wong Ying Loi (黃英來) as an Independent Non-executive Director.

D. To elect Mr. Li Yiu Fai (李耀輝) as an Independent Non-executive Director.

(ii) To authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors for the year ending 31 December 2017.

4. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company for the ensuing year and to authorize the Board to fix their remuneration.

and, as special business, to consider and, if thought fit, pass the following resolutions (with or without modification) as ordinary resolutions:

ORDINARY RESOLUTIONS

5. “**THAT:**

(a) subject to paragraph (c) of this resolution below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) of resolution No. 6 below) of all powers of the Company to issue, allot and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company (the “Shares”)) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution above shall authorize the Directors during the Relevant Period (as defined in paragraph (c) of resolution No. 6 below) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) to subscribe for shares in the Company which would or might require the exercise of such power after the end of the Relevant Period (as defined in paragraph (c) of resolution No. 6 below);

- (c) the aggregate number of Shares issued, allotted and dealt with and agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined hereinafter), or (ii) the exercise of the rights of subscription or conversion under the terms of any securities of the Company which carry the right to subscribe or are convertible into shares in the Company, or (iii) the exercise of options which may be granted under any share option scheme of the Company, or (iv) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the total number of Shares in issue at the date of the passing of this resolution provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be issued pursuant to the approval in paragraph (a) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, or in any territory applicable to the Company).”

6. **“THAT:**

- (a) subject to paragraph (b) of this resolution below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) of this resolution below) of all powers of the Company to repurchase securities of the Company on The Stock Exchange of Hong Kong Limited (“the Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the aggregate number of shares of the Company repurchased by the Company pursuant to paragraph (a) of this resolution above during the Relevant Period (as defined in paragraph (c) of this resolution below) shall not exceed 10% of the total number of issued shares of the Company in issue as at the date of passing this resolution provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be purchased pursuant to the approval in paragraph (a) above as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted accordingly; and
- (c) for the purpose of resolutions No. 5 and 6, “Relevant Period” means the period from the passing of resolutions No. 5 and 6 until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the revocation or variation of resolutions No. 5 or 6 by an ordinary resolution of shareholders of the Company in general meeting.”
7. “**THAT** conditional upon resolutions No. 5 and 6 above being passed, the total number of shares of the Company which shall have been repurchased by the Company under the authority granted to the Directors as mentioned in resolution No. 6 above (up to the maximum of 10% of the total number of issued shares of the Company as stated in resolution No. 6 above) shall be added to the total number of shares of the Company that may be allotted, issued or otherwise dealt with, or agreed conditionally and unconditionally to be allotted, issued or otherwise dealt with by the Directors pursuant to resolution No. 5 above.”

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

Hong Kong, 19 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 AGM, the register of members will be closed from Tuesday, 16 May 2017 to Saturday, 20 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 AGM, 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 Monday, 15 April 2017.

To ascertain shareholders' entitlement to the proposed final dividend upon passing of resolution No. 2 set out in this notice, the register of members will be closed from Tuesday, 6 June 2017 to Friday, 9 June 2017, both days inclusive, during which period no share transfers of the Company will be effected. In order to qualify for the proposed final dividend, 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 Monday, 5 June 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. With regard to resolution No. 5 above, the Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the general mandate to be granted under resolution No. 5 above.

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.