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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)

INSIDE INFORMATION UPDATE ON THE DEBT RESTRUCTURING

This announcement is made by Golden Wheel Tiandi Holdings Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to (1) the announcements of the Company dated 21 December 2021, 31 December 2021, 10 March 2022, 14 March 2022 and 13 April 2022 relating to the 10.0% senior notes due 2025 issued by the Company and the announcement of the Company dated 9 November 2022 relating to the default of interest payment; (2) the announcement of the Company dated 29 March 2023 concerning, among others, the debt restructuring of the Existing Notes; (3) the announcement of the Company dated 21 November 2024 concerning, among others, the entry into the RSA (the “**Announcement**”); and (4) the announcement of the Company dated 17 December 2024 on the update to the Proposed Restructuring. Unless otherwise defined, capitalised terms used in this announcement have the same meanings defined in the Announcement.

UPDATE ON THE PROPOSED RESTRUCTURING

The Company is pleased to announce that as at 5:00 p.m. Hong Kong time on 20 December 2024, being the Consent Fee Deadline, holders representing approximately 92.16% of the aggregate outstanding principal amount of the Existing Debt Instruments have acceded to the RSA. The Company would like to express its sincere gratitude for the incredible support of the Scheme Creditors who have acceded to the RSA and the positive feedback from Scheme Creditors has evidenced their confidence in the Company.

The Company hereby announces that the convening hearing in respect of the Scheme, at which an order will be sought from the High Court of Hong Kong (the “**Court**”) to convene the Scheme Meeting for the purpose of Scheme Creditors considering and, if thought fit, approving (with or without modification) the Scheme, is scheduled to be heard before the Court at 10:00 a.m. (Hong Kong time) on 12 March 2025.

Consent fee

As set out in the Announcement, the Consent Fee shall be payable on or prior to the Restructuring Effective Date, provided that the Participating Creditor, among other things:

- (i) holds or has acquired its Eligible Restricted Debts in compliance with the relevant provisions of the RSA;
- (ii) a Participating Creditor must vote the entire aggregate amount of its Eligible Participating Debt held by it at the Record Time in favour of each Scheme at each Scheme Meeting; and
- (iii) has not exercised its rights to terminate the RSA and has not breached any of the relevant terms and conditions of the RSA in any material respect.

The Company will proceed to implement the Scheme as soon as practicable and will make further announcement(s) on the progress of the Proposed Restructuring as and when appropriate.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 20 December 2024

As at the date of this announcement, the Board of Directors of the Company comprises Mr. Wong Yam Yin, Mr. Wong Kam Fai, Mr. Wong Kam Keung, Barry and Mr. Tjie Tjin Fung as Executive Directors; Mr. Suwita Janata and Mr. Gunawan Kiky as Non-Executive Directors; Mr. Wong Cho Kei, Bonnie, Mr. Li Sze Keung and Ms. Wong Lai Ling as Independent Non-Executive Directors.