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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 Units 1203B, 1204–1205, 12/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong at 10:30 a.m. on Friday, 16 May 2025 for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions. Unless otherwise stated, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 31 March 2025 (the “**Circular**”):

ORDINARY RESOLUTIONS

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 2024.
2. (a) To re-elect the following persons as directors of the Company (“**Directors**”), each as a separate resolution:
 - (i) to re-elect Mr. Suwita Janata as a non-executive Director;
 - (ii) to re-elect Mr. Li Sze Keung as an independent non-executive Director;
 - (iii) to re-elect Ms. Wong Lai Ling as an independent non-executive Director;
and
 - (iv) to re-elect Mr. Chan Chi Wai as an independent non-executive Director.
- (b) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors for the year ending 31 December 2025.
3. To re-appoint Prism Hong Kong Limited as auditor of the Company for the ensuing year and to authorise the Board to fix its remuneration.

4. **“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. 5 below) of all powers of the Company to issue, allot and deal with additional shares in the capital of the Company (the “**Shares**”) (including any sale or transfer of Treasury Shares out of treasury) and to make or grant offers, agreements and options (including bonds and debentures/securities convertible into 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 authorise the Directors during the Relevant Period (as defined in paragraph (c) of resolution No. 5 below) to make or grant offers, agreements and options (including bonds and debentures/securities convertible into Shares) to subscribe for Shares 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. 5 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, 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 (excluding Treasury Shares) as 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 or any class of shares (other than any holders of Treasury 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 recognised regulatory body or any stock exchange in, or in any territory applicable to the Company).”

5. **“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 recognised 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 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 Shares in issue (excluding Treasury Shares) as at the date of passing of this resolution provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be purchased 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
 - (c) for the purpose of resolutions No. 4 and 5, **“Relevant Period”** means the period from the passing of resolutions No. 4 and 5 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. 4 or 5 by an ordinary resolution of shareholders of the Company in general meeting.”
6. **“THAT** conditional upon resolutions No. 4 and 5 above being passed, the total number of Shares which shall have been repurchased by the Company under the authority granted to the Directors as mentioned in resolution No. 5 above (up to the maximum of 10% of the total number of issued Shares (excluding Treasury Shares) as stated in resolution No. 5 above) shall be added to the total number of Shares 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. 4 above.”

7. **“THAT:**

- (a) the RSA (including the Term Sheet) and the transactions contemplated thereunder be and are hereby unconditionally approved, confirmed and ratified in all respects;
- (b) the proposed issue of the New Notes and the transactions contemplated thereunder, the details of which are set out in the Circular, be and are hereby unconditionally approved and confirmed;
- (c) the proposed Management Service Agreements and the transactions contemplated thereunder (including the provision of the Performance Guarantee), the details of which are set out in the Circular, be and are hereby unconditionally approved and confirmed;
- (d) conditional upon the Stock Exchange granting the listing of, and permission to deal in the New Shares, the Directors be and hereby granted a specific mandate to allot and issue the New Shares, the details of which are set out in the Circular, such specific mandate being additional to and not prejudicing or revoking any general or specific mandate(s) which has/have been from time to time be granted to the Directors by the Shareholders;
- (e) the Transfer and the transactions contemplated thereunder, the details of which are set out in the Circular, be and are hereby unconditionally approved and confirmed; and
- (f) any one Director be and is hereby authorised to do all such things and acts and sign, ratify or execute all documents (whether under common seal or not) which he/she considers necessary, desirable or expedient to implement or to give effect to any matters relating to the RSA (including the Term Sheet), the issue of New Notes, the Property Management Agreements (including the provision of the Performance Guarantee), the issue of New Shares, the Transfer and the transactions contemplated thereunder, and to agree to such variations, amendments or waivers as are, in his/her opinion, in the interests of the Company and its shareholders.”

8. “**THAT** subject to and conditional upon (i) the compliance with all relevant procedures and requirements under the laws of the Cayman Islands (where applicable) and the Listing Rules to effect the Share Consolidation (as defined below), and (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares (as defined below) arising from the Share Consolidation, with effect from the second Business Day immediately following the day of passing of this resolution, being a day on which the shares of the Company are traded on the Stock Exchange:
- (a) every five (5) existing issued and unissued ordinary shares of par value of US\$0.01 each in the authorised share capital of the Company (the “**Share(s)**”) be consolidated into one (1) ordinary share of par value of US\$0.10 each (the “**Consolidated Share(s)**”) and such Consolidated Share(s) shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the memorandum and articles of association of the Company (the “**Share Consolidation**”);
 - (b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefit of the Company in such manner and on such terms as the Directors may think fit; and
 - (c) any one Director be and hereby authorised to approve, sign and execute such documents and do and/or procure to be done any and all acts, deeds and things which in his/her opinion may be necessary, desirable or expedient to effect and implement this resolution.”

On behalf of the Board
Golden Wheel Tiandi Holdings Company Limited
Wong Yam Yin
Chairman

Hong Kong, 31 March 2025

Registered Office:
Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Place of Business in Hong Kong:
Flat 712, 7/F, Block B
Sea View Estate
8 Watson Road
Fortress Hill
Hong Kong

Notes:

- (1) A member of the Company entitled to attend and vote at the AGM is entitled to appoint in written form one or, if he is the holder of two or more Shares, more proxy(ies) to attend and vote instead of him. A proxy need not be a member of the Company.
- (2) In order to be valid, the instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised to sign the same, and must be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, 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 forty-eight (48) hours before the time appointed for holding the AGM (i.e. by 10:30 a.m. on Wednesday, 14 May 2025) or any adjournment thereof.
- (3) For determining the entitlement of the Shareholders to attend and vote at the AGM, the register of members will be closed from Tuesday, 13 May 2025 to Friday, 16 May 2025 (both days inclusive) during which period no transfer of shares will be registered. In order to be eligible for attending and voting at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the 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 for registration not later than 4:30 p.m. on Monday, 12 May 2025.
- (4) Completion and return of the form of a proxy shall not preclude a member of the Company from attending and voting at the AGM or any adjournment thereof.
- (5) In the case of joint holders of Shares, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such Shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting in person or by proxy, that one of the said persons so present whose names stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
- (6) With regard to resolution No. 4 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. 4 above.
- (7) If Typhoon Signal No. 8 or above, or a “black” rainstorm warning or “extreme conditions” announced by the Government of Hong Kong is/are in effect any time after 8:00 a.m. on the date of the AGM, the meeting will be postponed. The Company will publish an announcement on the website of the Company at <https://www.gwt.com.hk> and on the website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.
- (8) References to time and dates in this notice are to Hong Kong time and dates.
- (9) In case of discrepancy between the English version and the Chinese version of this notice of the AGM, the English version shall prevail.

As at the date of this notice, the Board 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, Mr. Chan Chi Wai and Ms. Wong Lai Ling as Independent Non-Executive Directors.