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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)

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND COMPOSITION OF BOARD COMMITTEES

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”, and each, a “**Director**”) of the Golden Wheel Tiandi Holdings Company Limited (the “**Company**”) announces that Mr. Wong Cho Kei, Bonnie (“**Mr. Wong**”) has tendered his resignation as an independent non-executive Director, the chairman of the remuneration committee of the Company (the “**Remuneration Committee**”) and a member of the audit committee of the Company (the “**Audit Committee**”) with effect from 31 March 2025, in order to devote more time on his other personal and business endeavours.

Mr. Wong has confirmed that he has no disagreement with the Board or the Company, and there is no matter in respect of his resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited.

The Board would like to take this opportunity to express its gratitude to Mr. Wong for his contributions to the Company during his tenure of office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board also announces that, with effect from 28 March 2025, Mr. Chan Chi Wai (“**Mr. Chan**”) has been appointed as an independent non-executive Director of the Company, as well as a member of Remuneration Committee and a member of the Audit Committee.

Mr. Chan, aged 68, has been the deputy managing director of Fengnin International Limited 汎年國際有限公司 since 1985, which has provided him with extensive experience in international trade, sales and wholesale of chemical raw materials, electronic components and other products, as well as real estate development, for over 39 years. Mr. Chan graduated from University of Washington in 1983 with a bachelor’s degree in Electrical Engineering and has been elected as a Fellow of the prestigious Institute of Electrical and Electronics Engineers (IEEE).

Mr. Chan was also involved in various associations, including:

- a member of the Election Committee of the Hong Kong Special Administrative Region;
- an executive vice president of Hong Kong Federation of Overseas Chinese Associations;
- a standing committee member of All-China Federation of Returned Overseas Chinese*;
- a standing committee member of The 13th Xiamen’s Political Consultative Conference*;
- a standing committee member of Guangdong Provincial Overseas Chinese Association*;
- a standing committee member of Jiangxi Overseas Chinese Society*;
- a standing committee member of Xiamen of Overseas Chinese Society*;
- a consultant of Beijing Overseas Chinese Association*;
- a consultant of Guangzhou City Overseas Chinese Association*;
- an executive director of Jimei University*;
- a vice president of The Hong Kong Overseas Chinese General Association*;
- a chairman of Hong Kong Qiao Ai Foundation Limited;
- an executive director of Hong Kong Federation of Fujian Associations*;
- a vice chairman of The General Association of Xiamen (H.K.) Limited*;

- an executive vice president of Fujian Province HKCPPCC Member Association Limited*;
- an executive vice president of Guangzhou Overseas Chinese Federation Hong Kong Association*;
- a deputy chairman of the board of supervisors of Hong Kong Chan Clan General Association*; and
- a founding president and president of Xiamen No. 6 High School Hong Kong Alumni Association*.

Save as disclosed above, as at the date of this announcement, Mr. Chan did not hold (i) any directorships in any other listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) any other major appointments and professional qualifications; and (iii) any other positions with the Company or other members of the Group. Save as disclosed above, as at the date of this announcement, Mr. Chan did not have any relationships with any directors, senior management, substantial shareholders (having the meaning ascribed to it under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) or controlling shareholders (having the meaning ascribed to it under the Listing Rules) of the Company nor any position in the Company or any of its subsidiaries.

As at the date of this announcement, Mr. Chan was interested in a total of 4,000 shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), representing approximately 0.0002% of the issued share capital of the Company.

Pursuant to the appointment letter entered into between Mr. Chan and the Company, Mr. Chan has been appointed as an independent non-executive director of the Company for a term of one year commencing from 28 March 2025 and will be subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Either the Company or Mr. Chan may terminate the appointment letter by giving not less than one month’s notice in writing to the other. Pursuant to the terms of the appointment letter, Mr. Chan is entitled to an annual emolument of HK\$115,200 which has been determined by the Board with reference to his qualifications, experience, responsibilities to be undertaken, and the prevailing market level of remuneration of similar position.

Save as disclosed above, there is no other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter relating to the appointment of Mr. Chan that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited.

Mr. Chan has confirmed (i) his independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules; (ii) that he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence at the time of his appointment.

The Board would like to take this opportunity to welcome Mr. Chan for joining the Board.

CHANGE OF COMPOSITION OF BOARD COMMITTEE

The Board further announces that following Mr. Wong's resignation, Mr. Chan, an independent non-executive Director, has been re-designated from a member of the Remuneration Committee to the chairman of the Remuneration Committee with effect from 31 March 2025.

* *In this announcement, the English translation of the Chinese name is for identification purposes only and should not be regarded as the official English translation of such name.*

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

Hong Kong, 28 March 2025

As at the date of this announcement, 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.