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## IMPORTANT

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*If you are in any doubt about this prospectus, you should seek independent professional advice.*



# GOLDEN WHEEL TIANDI HOLDINGS COMPANY LIMITED

金輪天地控股有限公司

*(incorporated in the Cayman Islands with limited liability)*

## GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 450,000,000 Shares (subject to adjustment and the Over-allotment Option)
Number of Hong Kong Public Offer Shares	: 45,000,000 Shares (subject to adjustment)
Number of International Offer Shares	: 405,000,000 Shares (subject to adjustment and the Over-allotment Option)
Offer Price	: Not more than HK\$1.72 per Offer Share (payable in full on application, plus brokerage of 1.0%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005% and subject to refund) and expected to be not less than HK\$1.38 per Offer Share
Nominal value	: US\$0.01 per Share
Stock code	: 1232

## Sole Global Coordinator and Sole Sponsor



**BNP PARIBAS**

CORPORATE & INVESTMENT BANKING

## Joint Bookrunners



**BNP PARIBAS**

CORPORATE & INVESTMENT BANKING



**BOC INTERNATIONAL**

## Joint Lead Managers



**BNP PARIBAS**

CORPORATE & INVESTMENT BANKING



**BOC INTERNATIONAL**



**光大證券**  
EBS INTERNATIONAL

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

A copy of this prospectus, having attached thereto the documents specified in the paragraph headed "Documents Delivered to the Registrar of Companies" in Appendix VII to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility as to the contents of this prospectus or any other documents referred to above.

The Offer Price is expected to be fixed by agreement between the Joint Bookrunners (on behalf of the Underwriters) and us on the Price Determination Date. The Price Determination Date is expected to be on or around Tuesday, 8 January 2013 and, in any event, not later than Friday, 11 January 2013. The Offer Price will be not more than HK\$1.72 per Offer Share and is currently expected to be not less than HK\$1.38 per Offer Share. Investors applying for Hong Kong Public Offer Shares must pay, on application, the maximum Offer Price of HK\$1.72 per Offer Share together with brokerage of 1%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005%.

The Joint Bookrunners, on behalf of the Underwriters, may, with our consent, reduce the number of Offer Shares and/or the indicative offer price range below that stated in this prospectus at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such case, notices of the reduction in the number of Offer Shares and/or the indicative offer price range will be published in South China Morning Post (in English) and Hong Kong Economic Times (in Chinese) not later than the morning of the last day for lodging applications under the Hong Kong Public Offering. Such notice will also be available at the website of the Hong Kong Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and our website at [www.gwtd.com.hk](http://www.gwtd.com.hk).

If, for any reason, the Joint Bookrunners (on behalf of the Underwriters) and we are unable to reach an agreement on the Offer Price by Friday, 11 January 2013, the Global Offering will not become unconditional and will lapse immediately.

The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and may not be offered, sold, pledged or transferred within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. The Offer Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of each jurisdiction where those offers and sales occur.

Prior to making an investment decision, prospective investors should consider carefully all of the information set out in this prospectus, including but not limited to the risk factors set out in the section headed "Risk Factors".

31 December 2012