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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)

DISCLOSURE PURSUANT TO RULE 13.18 OF THE LISTING RULES

This announcement is made pursuant to Rule 13.18 of the Listing Rules with respect to a facility agreement in the amount of USD33 million between the Company and HSBC. The Facility Agreement imposes a specific performance obligation on the controlling shareholders of the Company.

This announcement is made pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) as the facility agreement contains a term imposing a specific performance obligation on certain controlling shareholders of the Company.

FACILITY AGREEMENT

The board of directors (the “**Board**”) of Golden Wheel Tiandi Holdings Company Limited (the “**Company**”) are pleased to announce that on 22 March 2017, the Company, as borrower, entered into a facility agreement (the “**Facility Agreement**”) with The Hongkong and Shanghai Banking Corporation Limited (“**HSBC**”), as lender for a loan facility in the amount of USD33 million (the “**Loan Facility**”). The Facility Agreement is a replacement for an existing facility agreement between the Company and HSBC which was entered on 7 March 2016.

The Loan Facility will be used for refinancing outstanding loans, payable bank facilities, financing operating expenses, coupon payment of senior notes and/or dividend payment of the Group (including the Company and its subsidiaries).

The Loan Facility is for a term of 12 months commencing from the first date of the relevant drawdown.

SPECIFIC PERFORMANCE OBLIGATION

Under the Facility Agreement, the controlling shareholders of the Company, including Mr. Wong Yam Yin, Ms. Hung So Ling, Mr. Wong Kam Fai and Mr. Wong Kam Kung, Barry (“Wong Family”) shall maintain their beneficial ownership, directly or indirectly, of at least 30% of the total issued share capital of the Company.

As of the date of this announcement, Wong Family is collectively and beneficially interested in approximately 35.39% of the total issued share capital of the Company. Failure to comply with such requirement will constitute an event of default under the Facility Agreement, HSBC may by notice to the Company declare the commitments to be cancelled and/or declare all outstanding amounts together with interest accrued and all other amounts payable by the Company to be immediately due and payable.

The Company will continue to comply with the disclosure requirements under rule 13.21 of the Listing Rules for so long as circumstances giving rise to the obligation continue to exist.

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

Hong Kong, 22 March 2017

As at the date of this announcement, the Board of Directors of the Company 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.