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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)**

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE  
DIRECTOR AND NON-COMPLIANCE WITH RULES 3.10A,  
3.21 AND 3.25 OF LISTING RULES**

The board of directors (the “**Board**”) of Golden Wheel Tiandi Holdings Company Limited (金輪天地控股有限公司) (the “**Company**”) announces that Mr. Hui Yan Moon (“**Mr. Hui**”) has tendered his resignation as an independent non-executive director, the chairman of the remuneration committee and a member of the audit committee of the Company with effect from 22 June 2017, as he wishes to devote more time to his own business.

Mr. Hui has confirmed that, as at the date of this announcement, he does not have any disagreement with the Board and that there are no other matters relating to his resignation which need to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take this opportunity to express its gratitude to Mr. Hui for his valuable contribution to the Company during his tenure of service.

Pursuant to Rule 3.10A of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), every board of directors of a listed issuer must appoint independent non-executive directors representing at least one-third of the board. Upon the resignation of Mr. Hui as an independent non-executive director, the Board comprises ten members with five executive directors, two non-executive directors and three independent non-executive directors. As a result, the number of independent non-executive directors is less than one-third of the Board which is below the minimum requirement prescribed under Rule 3.10A of the Listing Rules.

Pursuant to Rule 3.21 of the Listing Rules, the audit committee of a listed issuer must comprise a minimum of three members. Upon the resignation of Mr. Hui, the number of members of the audit committee of the Company reduces to two which is below the minimum requirement prescribed under Rule 3.21 of the Listing Rules.

In addition, pursuant to Rule 3.25 of the Listing Rules, the remuneration committee of a listed issuer must be chaired by an independent non-executive director and comprising a majority of independent non-executive directors. Upon the resignation of Mr. Hui, the Company fails to meet the requirements under Rule 3.25 of the Listing Rules.

In order to comply with Rule 3.10A, Rule 3.21 and Rule 3.25 of the Listing Rule, the Company is endeavoring to identify a suitable candidate to fill up the abovementioned vacancies as soon as practicable and in any event within three months from 22 June 2017, and will make further announcement(s) as and when appropriate.

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

Hong Kong, 22 June 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. Wong Ying Loi, Mr. Li Yiu Fai and Mr. Lie Tak Sen as Independent Non-Executive Directors.*