



IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

CAUSE NO. FSD 16 OF 2022 (IKJ)

IN THE MATTER OF SECTION 86 OF THE COMPANIES ACT (2022 REVISION)

**AND IN THE MATTER OF GOLDEN WHEEL TIANDI HOLDINGS COMPANY LIMITED
(金輪天地控股有限公司)**

CONVENING ORDER

UPON THE APPLICATION of GOLDEN WHEEL TIANDI HOLDINGS COMPANY LIMITED (金輪天地控股有限公司) (the "**Company**") by its Summons dated 26 January 2022 seeking orders convening a meeting of certain creditors of the Company (the "**Scheme Meeting**") to consider and, if thought fit, approve a scheme of arrangement pursuant to section 86 of the Companies Act (2022 Revision) (the "**Scheme**"), in the form exhibited to the Second Affirmation of Wong Yam Yin ("**Yin 2**")

AND UPON HAVING READ the Petition dated 26 January 2022 (the "**Petition**"), the First Affirmation of Wong Yam Yin affirmed on 25 January 2022 and Exhibits "WYY-1" – "WYY-2" thereto, Yin 2 and Exhibits "WYY-3" – "WYY-8" thereto, the First Affidavit of Vincent Yu Sin Hang sworn on 22 February 2022 and Exhibit "VYSH-1" thereto, the First Affirmation of Stefanie Yuen Thio affirmed on 23 February 2022 and Exhibit "SYT-1" thereto, the First Affidavit of Liu Ke Cheng sworn on 21 February 2022 and Exhibit "WL-1" thereto and the First Affidavit of Robert H. Trust sworn on 22 February 2022



AND UPON the basis that all capitalised terms not otherwise defined in this Order shall have the meaning given to them in the draft Explanatory Statement in respect of the Scheme prepared pursuant to Order 102, Rule 20 (4)(e) of the Cayman Islands Grand Court Rules 1995 (Revised Edition) (the "**Grand Court Rules**") in the form exhibited to Yin 2 (the "**Explanatory Statement**")

AND UPON considering that the matter is suitable for disposal on the papers without the need for a hearing

IT IS HEREBY DECLARED THAT the relevant class of creditors of the Company affected by the proposed Scheme comprises those persons identified as Scheme Creditors in the Scheme

AND IT IS HEREBY ORDERED AND DIRECTED THAT:

1. The Company be at liberty to convene a single meeting of the Scheme Creditors (the "**Scheme Meeting**") for the purpose of considering and, if thought fit, approving, with or without modification, the Scheme.
2. The Scheme Meeting shall be held at 07.00am (Cayman Islands Time) on 30 March 2022 (being 08.00pm Hong Kong Time on 30 March 2022) at the office of Conyers Dill & Pearman LLP at SIX, 2nd Floor, Cricket Square, George Town, Grand Cayman, Cayman Islands (or on such other later date and time as may be notified by the Company to the Scheme Creditors as soon as reasonably practicable in advance of the Scheme Meeting), with any adjournment as may be necessary or appropriate. Scheme Creditors will also be able to attend the Scheme Meeting by video conference using dial-in details which may be obtained on request from the Information Agent.
3. The Company be at liberty to set a record date of 28 March 2022 following the close of business and cessation of trading of the Clearing Systems for the purposes of determining each Scheme Creditor's entitlement to vote at the



Scheme Meeting and in the event that it is necessary to adjourn the Scheme Meeting, to set such record date and time at a date and time not earlier than 8 hours before the date and time of the adjourned meeting.

4. The Company be at liberty to set a voting instruction deadline of 10.00 am (Cayman Islands time) / 11.00 pm (Hong Kong time) on 28 March 2022 (the "**Voting Instruction Deadline**") by which time the Information Agent must receive a valid Account Holder Letter in order for the Scheme Creditors' voting instructions to be taken into account for the purposes of the Scheme Meeting.
5. The person named as the Scheme Creditor in each Account Holder Letter shall be treated as the Scheme Creditor voting (in person or by proxy) at the Scheme Meeting provided that they are a Scheme Creditor as defined in the Scheme and a vote has been properly cast at the Scheme Meeting in accordance with the voting instructions and appointment of a proxy provisions in Part 2 of the Account Holder Letter. Such person shall be separately counted for the purpose of determining whether a majority in number has, and the amount of that person's Scheme Claims as included in Part 1 of the Account Holder Letter shall be counted for the purpose of determining whether seventy-five per cent in value of creditors have, agreed to and voted in favour of the Scheme for the purpose of section 86(2) of the Companies Act (2022 Revision).
6. Notice of the Scheme Meeting be in substantially the same form as exhibited at Appendix 3-2 of Exhibit WYY-3 to the Second Affirmation of Wong Yam Yin ("**Yin 2**") (the "**Scheme Meeting Notice**").
7. At least 21 calendar days prior to the date of the Scheme Meeting, the Company shall, or shall procure, the circulation of a copy of the Scheme Meeting Notice to the Scheme Creditors by:
 - (a) the publication of a copy of the Scheme Meeting Notice on the Scheme Website (<https://sites.dfkingltd.com/goldenwheel>) and through a public



announcement published on The Stock Exchange of Hong Kong Limited;

(b) notification through the Clearing Systems; and

(c) electronic mail to each person whom the Company reasonably believes may be a Scheme Creditor and who has registered as a Scheme Creditor with the Company, or otherwise provided a valid email address to the Company.

8. When providing notice of the Scheme Meeting in accordance with paragraph 5 above, there shall be provided electronic copies and/or a link to the Scheme Website to enable Scheme Creditors and/or their Account Holders (as applicable) to view and download electronic copies of the following documents:

(a) the Scheme;

(b) the Explanatory Statement;

(c) the Solicitation Packet (which forms Appendix 4 to the Explanatory Statement);
and

(d) the other documents referred to in the Explanatory Statement as being available on the Scheme Website,

(together with the Scheme Meeting Notice, the "**Scheme Documents**"), each of which, save for the documents referred to at paragraph 6(d), shall be in substantially the same form as exhibited to Yin 2, which are hereby approved (subject to the completion of blanks and minor modifications as advised by counsel to the Company, and/or the Information Agent), together with any documents appended, annexed or scheduled thereto.

9. At least 21 calendar days before the date of the Scheme Meeting, the Company shall place (or cause to be placed) an advertisement giving notice of the Scheme



Meeting and the date of the hearing of the Petition in each of the Cayman Islands Gazette (in English), South China Morning Post (in English) and the SingTao Daily (in Chinese), or such other publication as the Company deems necessary.

10. The accidental omission to serve any Scheme Creditor with a copy of the Scheme Meeting Notice, or the non-receipt by any Scheme Creditor of a copy of the Scheme Meeting Notice or any of the Scheme Documents, shall not invalidate the proceedings at the Scheme Meeting.
11. Cora Miller or, failing her, another representative of Conyers Dill & Pearman LLP be appointed as chairperson of the Scheme Meeting (the "**Chairperson**") and any adjournment of the Scheme Meeting.
12. Notwithstanding the Voting Instruction Deadline, the Chairperson be at liberty to accept any Account Holder Letter and the amount of a Scheme Claim in respect of which a Scheme Creditor seeks to vote, notwithstanding that such letter has not been completed or submitted in accordance with any instructions contained therein, provided that the Chairperson considers that the information contained therein is sufficient to establish the entitlement of the Scheme Creditor to vote.
13. The Chairperson, at his/her sole discretion, may adjourn the Scheme Meeting to such date and time as necessary or appropriate provided that the Company shall provide the Scheme Creditors with reasonable notice of the adjourned meeting using the same notification methods set out in sub-paragraphs (a) to (c) of paragraph 7 above.
14. The Chairperson of the Scheme Meeting shall report the result of the Scheme Meeting to this Honourable Court in accordance with Order 102, Rule 20(8) of the Grand Court Rules within 7 calendar days of the date of the Scheme Meeting (or any adjournment thereof).
15. Subject to any adjournment of the Scheme Meeting, the substantive hearing of the

Petition at which this Honourable Court will determine whether or not to sanction the Scheme be listed to be heard on 4 April 2022 at 10:00 a.m. (Cayman Islands time), or as soon thereafter as the Petition may be heard.

16. Every person who intends to appear and be heard at the hearing of the Petition shall give at least 3 days' notice of their intention to Conyers Dill & Pearman LLP, the Company's Cayman Islands legal Counsel.
17. Mr. Wong Kam Fai be appointed as authorised representative of the Company to seek relief, if deemed necessary, under Chapter 15 of Title 11 of the United States Bankruptcy Code, and to take such steps arising in connection therewith.
18. The Company shall have liberty to apply generally.

DATED this 24th day of February 2022
FILED this 24th day of February 2022

**THE HON. JUSTICE KAWALEY
JUDGE OF THE GRAND COURT**

This Order was filed by Conyers Dill & Pearman LLP, Attorneys-at-Law, for and on behalf of the Company whose address for service is that of its said Attorneys-at-Law, Second Floor, SIX, Cricket Square, PO Box 2681, Grand Cayman KY1-1111, Cayman Islands.