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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Hydoo International Holding Limited**, you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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Hydoo 毅德控股

HYDOO INTERNATIONAL HOLDING LIMITED

毅德國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1396)

**RENEWAL OF GENERAL MANDATES TO ISSUE SHARES AND TO
REPURCHASE SHARES,
PROPOSED FINAL DIVIDEND,
RE-ELECTION OF DIRECTORS,
PROPOSED RE-APPOINTMENT OF AUDITORS AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Hydoo International Holding Limited to be held at 30/F, Block A, East Pacific International Center, 7888 Shennan Boulevard, Futian District, Shenzhen, PRC on Tuesday, 13 May 2014 at 10 a.m. is set out on pages 17 to 21 of this circular. A form of proxy for use at the AGM is enclosed and such form of proxy is also published at the websites of the Stock Exchange at www.hkex.com.hk and the Company at www.hydoocom.cn.

Whether or not you propose to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so desire and the form of proxy will be deemed to be revoked.

7 April 2014

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“AGM”	the annual general meeting of the Company to be held at 30/F, Block A, East Pacific International Center, 7888 Shennan Boulevard, Futian District, Shenzhen, PRC on Tuesday, 13 May 2014 at 10 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages 17 to 21 of this circular
“Articles of Association”	the articles of association of the Company as amended, supplemented or modified from time to time
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Chairman”	the chairman of the Board
“Company”	Hydoo International Holding Limited (毅德國際控股有限公司), an exempted company incorporated in the Cayman Islands on 19 October 2010 with limited liability, with its Shares listed on the Stock Exchange on 31 October 2013
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	3 April 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase, during the period as set out in the Repurchase Resolution, Shares up to a maximum of 10% of the issued share capital of the Company as at the date of approving the Repurchase Resolution

DEFINITIONS

“Repurchase Resolution”	the proposed ordinary resolution as referred to in ordinary resolution No. 6 of the AGM Notice
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or modified from time to time
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and deal with any Shares or securities convertible into Shares and to make an offer or agreement or grant an option (including but not limited to warrants, options, bonds, notes, securities and debentures conferring any rights to subscribe for or otherwise receive Shares) which would or might require the exercise of such power, during the period as set out in the proposed ordinary resolution as referred to in ordinary resolution No. 5 of the AGM Notice, up to a maximum of 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

LETTER FROM THE CHAIRMAN



HYDOO INTERNATIONAL HOLDING LIMITED

毅德國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1396)

Executive Directors:

Mr. Wong Choihing (*Chairman and
Chief Executive Officer*)
Mr. Huang Dehong

Non-executive Directors:

Mr. Yuan Bing

Independent non-executive Directors:

Mr. Yang Xianzu
Mr. Wang Lianzhou
Mr. Lam, Chi Yuen Nelson

Registered Office:

PO Box 309
Ugland House
Grand Cayman KY1-1104
Cayman Islands

*Principal Place of Business
in Hong Kong:*

Unit 802
Tower 2, Lippo Centre
89 Queensway
Hong Kong

7 April 2014

To the Shareholders,

Dear Sir or Madam,

**RENEWAL OF GENERAL MANDATES TO ISSUE SHARES AND TO
REPURCHASE SHARES,
PROPOSED FINAL DIVIDEND,
RE-ELECTION OF DIRECTORS,
PROPOSED RE-APPOINTMENT OF AUDITORS AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM relating to the (i) renewal of the Share Issue Mandate and the Repurchase Mandate; (ii) extension of the Share Issue Mandate to include Shares repurchased pursuant to the Repurchase Mandate; (iii) proposed final dividend; (iv) re-election of Directors; and (v) proposed re-appointment of auditors, and to seek your approval of the relevant ordinary resolutions relating to these matters at the AGM.

LETTER FROM THE CHAIRMAN

2. RENEWAL OF GENERAL MANDATE TO ISSUE SHARES

On 27 September 2013, an ordinary resolution was passed by the Shareholders to grant a general mandate to the Directors to exercise during the relevant period (as set out in the said resolution) of all the powers of the Company to allot, issue and deal with Shares or securities convertible into Shares and to make an offer or agreement or grant offers, agreements and options (including but not limited to warrants, options, bonds, notes, securities and debentures conferring any rights to subscribe for or otherwise receive Shares) which would or might require the exercise of such powers. Such mandate will lapse at the conclusion of the AGM. The Directors propose to seek your approval of the Share Issue Mandate at the AGM.

At the AGM, an ordinary resolution set out in resolution No. 5 of the AGM Notice will be proposed to the Shareholders to consider and, if thought fit, grant the Directors a new general and unconditional mandate to allot, issue and deal with Shares or securities convertible into Shares and to make an offer or agreement or grant offers, agreements and options (including but not limited to warrants, options, bonds, notes, securities and debentures conferring any rights to subscribe for or otherwise receive Shares) which would or might require the exercise of such powers, up to a maximum of 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution. As at the Latest Practicable Date, the issued share capital of the Company comprised 4,029,950,000 Shares. Subject to passing of the resolution approving the Share Issue Mandate and assuming that no further Shares will be issued or repurchased prior to the date of the AGM, the Directors will be authorized to issue a maximum of 805,990,000 Shares under the Share Issue Mandate, representing not more than 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the relevant resolution.

Subject to the passing of the Share Issue Mandate and the Repurchase Mandate, an ordinary resolution set out in resolution No.7 of the AGM Notice will be proposed to extend the Share Issue Mandate to include the number of Shares repurchased under the Repurchase Mandate.

3. RENEWAL OF GENERAL MANDATE TO REPURCHASE SHARES

On 27 September 2013, an ordinary resolution was passed by the Shareholders to give a general mandate to the Directors to exercise all the powers of the Company to repurchase its own Shares on the Stock Exchange or any other stock exchange on which the securities of the Company may be listed and which is recognized by the SFC and the Stock Exchange for this purpose. Such mandate will lapse at the conclusion of the AGM. The Directors propose to seek your approval of the Repurchase Resolution to be proposed at the AGM.

At the AGM, an ordinary resolution set out in resolution No.6 of the AGM Notice will be proposed to the Shareholders to consider, and if thought fit, grant the Repurchase Mandate to the Directors to exercise all powers of the Company to repurchase its own Shares on the Stock Exchange or any other stock exchange on which the securities of the Company may be listed and which is recognized by the SFC and the Stock Exchange for this purpose, subject to and in accordance with the rules and regulations of the SFC, applicable laws of the Cayman Islands and all applicable laws and/or the requirements under the Listing Rules or equivalent rules or regulations of any other stock exchange as amended from time to time. Under such Repurchase Mandate, the maximum number of

LETTER FROM THE CHAIRMAN

Shares that the Company may be repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the relevant resolution. As at the Latest Practicable Date, the issued share capital of the Company comprised 4,029,950,000 Shares. Subject to the passing of the proposed ordinary resolution approving the granting of the Repurchase Mandate and assuming that no further Shares will be issued or repurchased prior to the date of AGM, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate as at the date of passing the Repurchase Resolution will be 402,995,000 Shares, representing 10% of the entire issued share capital of the Company as at the date of passing of the resolution in relation thereof.

Pursuant to the Listing Rules, an explanatory statement is set out in Appendix I to this circular to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolution to renew the Repurchase Mandate at the AGM.

4. PROPOSED FINAL DIVIDEND

As stated in the announcement issued by the Company dated 24 March 2014 relating to the annual results of the Group for the year ended 31 December 2013, the Board recommends the payment of the Proposed Final Dividend (as defined in such annual results announcement) of HK19.5 cents per Share (equivalent to approximately RMB15.3 cents per Share) for the year ended 31 December 2013 to the Shareholders whose names appear on the register of members of the Company on 21 May 2014 (the “**Record Date**”). The Proposed Final Dividend is subject to the Shareholders’ approval at the AGM and a resolution will be put to the Shareholders for voting at the AGM.

The last day for dealing in Shares cum entitlements to the Proposed Final Dividend will be 14 May 2014. The Register will be closed from 19 May 2014 to 21 May 2014 (both days inclusive), during which no transfer of Shares will be effected.

To qualify for the Proposed Final Dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on 16 May 2014.

Shareholders whose names appear on the register of members of the Company on the Record Date will be entitled to the Proposed Final Dividend. Payment of such Proposed Final Dividend is expected to be made to the Shareholders on or around 30 May 2014 after the Shareholders’ approval at the AGM.

LETTER FROM THE CHAIRMAN

5. RE-ELECTION OF DIRECTORS

Pursuant to the Articles of Association, any Director appointed by the Board or by an ordinary resolution of the Company either to fill a casual vacancy or as an addition to the Board shall hold office only until the next following annual general meeting and shall then be eligible for re-election at that meeting. Accordingly, Mr. Wong Choihing (executive Director), Mr. Huang Dehong (executive Director), Mr. Yuan Bing (non-executive Director), Mr. Yang Xianzu (independent non-executive Director), Mr. Wang Lianzhou (independent non-executive Director) and Mr. Lam, Chi Yuen Nelson (independent non-executive Director) shall be eligible for re-election at the AGM.

At the AGM, ordinary resolutions set out in resolution No. 3 of the AGM Notice will be proposed to re-elect (i) Mr. Wong Choihing as executive Directors; (ii) Mr. Huang Dehong as executive Director; (iii) Mr. Yuan Bing as non-executive Director; (iv) Mr. Yang Xianzu as independent non-executive Director; (v) Mr. Wang Lianzhou as independent non-executive Director; and (vi) Mr. Lam, Chi Yuen Nelson as independent non-executive Director.

Biographical details of the re-elected Directors, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.

6. PROPOSED RE-APPOINTMENT OF AUDITORS

KPMG is proposed to be re-appointed as the independent auditors of the Company, to hold office until the conclusion of the next annual general meeting of the Company, and it is also proposed that the Board be authorized to fix their remuneration for the year 2014.

7. ANNUAL GENERAL MEETING

The Company will convene the AGM at 30/F, Block A, East Pacific International Center, 7888 Shennan Boulevard, Futian District, Shenzhen, PRC on Tuesday, 13 May 2014 at 10 a.m. at which resolutions will be proposed for the purpose of considering and if thought fit, approving the resolutions in the AGM Notice.

A form of proxy for use at the AGM is enclosed and such form of proxy is also published at the websites of the Stock Exchange at www.hkex.com.hk and the Company at www.hydo.com.cn. Whether or not you propose to attend the AGM, you are requested to complete the form of proxy and return it to the Company's branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting in person if you so desire. If you attend and vote at the AGM, the authority of your proxy will be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of such meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE CHAIRMAN

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

9. RECOMMENDATION

The Directors believe that the (i) renewal of the Share Issue Mandate and the Repurchase Mandate (ii) extension of the Share Issue Mandate to include Shares repurchased pursuant to the Repurchase Mandate; (iii) proposed final dividend; (iv) re-election of Directors; and (vi) re-appointment of auditors, are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully
For and on behalf of the Board
Hydoo International Holding Limited
Wong Choihing
Chairman and Executive Director

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM for approving the Repurchase Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules which is set out as follows:

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,029,950,000 Shares. Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Resolution to repurchase a maximum of 402,995,000 Shares, representing 10% of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM.

2. REASONS FOR REPURCHASE

Although the Directors have no present intention of repurchasing any Shares, the Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders as a whole.

3. FUNDING OF REPURCHASES

The Company is empowered by its Articles of Association to repurchase Shares. In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association and laws of the Cayman Islands. The laws of the Cayman Islands and the Articles of Association provide that payment for a share repurchase may only be made out of profits or the proceeds of a new issue of Shares made for such purpose or subject to the Companies Law (2013 Revision) of the Cayman Islands (“**Companies Law**”), out of capital of the Company. The amount of premium payable on repurchase of Shares may only be paid out of either the profits or out of the share premium of the Company or subject to the Companies Law, out of capital of the Company.

In addition, under the laws of the Cayman Islands, payment out of capital by a company for the purchase by a company of its own shares is unlawful unless immediately following the date on which the payment is proposed to be made, the company shall be able to pay its debts as they fall due in the ordinary course of business. In accordance with the laws of the Cayman Islands, the Shares so repurchased would be treated as cancelled upon repurchase but the aggregate amount of authorised share capital would not be reduced.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the Company’s annual report for the year ended 31 December 2013 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company.

4. SHARES PRICES

The listing of Shares on the Main Board of the Stock Exchange commenced on 31 October 2013 (the “**Listing Date**”). The table below is a summary of the highest and lowest traded prices of the Shares in each month since the Listing Date and up to the Latest Practicable Date:

Shares Traded Price

	Highest <i>HK\$</i>	Lowest <i>HK</i>
2013		
October	2.22	2.14
November	2.19	1.86
December	2.44	2.10
2014		
January	3.40	2.094
February	4.48	2.86
March	4.21	3.13
April (up to the Latest Practicable Date)	3.75	3.39

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the memorandum of association and Articles of Association, the laws of Hong Kong and the laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if it is approved by the Shareholders at the AGM.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or, have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

6. EFFECT OF TAKEOVERS CODE AND PUBLIC FLOAT

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder’s proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date and according to the register of substantial Shareholders' interests in Shares kept under section 336 of Part XV of the SFO, Most Trend Holdings Limited (**"Most Trend"**) was interested in an aggregate of 2,070,000,000 Shares, representing approximately 51.37% of the issued share capital of the Company. By virtue of an acting-in-concert declaration executed by Mr. Wong Chohing (the Chairman), Mr. Wang Quanguang, Mr. Wang Jianli, Mr. Wang Dewen, Mr. Wang Desheng, Mr. Wang Dekai, Mr. Huang Dehong (the executive Director) and Mr. Wong Sheungtak (collectively, the **"Ultimate Controlling Shareholders"**) on 22 March 2013, the Ultimate Controlling Shareholders, among other things, confirmed that since 1 January 2010, they have been operating our Group collectively and would through discussions reach consensus among themselves before reaching any commercial decisions on an unanimous basis. As such, the Ultimate Controlling Shareholders are deemed to be interested in 2,070,000,000 Shares of the Company through Most Trend. In the event that the Directors exercise in full the power to repurchase the Shares which is proposed to be granted pursuant to the Repurchase Mandate, the shareholding of Most Trend would be increased to approximately 57.07% of the then issued share capital of the Company, and such increase would not give rise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code.

Save as aforesaid, the Directors are not aware of any consequences of any purchases made under the Repurchase Mandate which may arise under the Takeovers Code. The Directors do not intend to repurchase Shares to the extent that the Company cannot satisfy its minimum requirement for public float.

7. SHARES REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

The following are the particulars of the biographical details of the Directors proposed to be re-elected at the AGM in accordance with the Articles of Association:

Mr. Wong Choihing, aged 61, is the Chairman, chief executive officer of the Company and executive Director. Mr. Wong founded the Group and was appointed as a Director in October 2010, and is primarily responsible for formulating the overall development and strategic plans of the Group as well as overseeing project planning, business and operations management of our Group. Mr. Wong has approximately 18 years of experience in the trade center development and operations industry. Mr. Wong has been the director of Hongkong Hydoo Group Investment Company Limited (“**Hydoo HK**”) since January 2002 and chairman and president of Hydoo HK since October 2002 and the supervisor of Jining Hydoo Logistics Center Development Company Limited since February 2010. From 1995 to 2010, Mr. Wong together with his siblings and their family have developed 19 trade center projects in seven provinces in China. Mr. Wong currently holds positions in various organizations and associations, and has won numerous awards including: member of the 11th and 12th National Committee of the Chinese People’s Political Consultative Conference (政協第十一屆和第十二屆全國委員會); vice president of China Society for Promotion of the Guangcai Program (中國光彩事業促進會); standing committee member of All-China Federation of Industry & Commerce (中華全國工商業聯合會); founding president of Hong Kong China Chamber of Commerce (香港中國商會); permanent honorary president of Federation of Hong Kong Shenzhen Association (香港深圳社團總會); vice chairman of Federation of Industry and Commerce of Jiangxi (江西省工商業聯合會); standing vice president of The Second Council Committee of Jiangxi Businessmen’s Alliance in China (江西贛商聯合總會第二屆理事會). Mr. Wong is the uncle of Mr. Huang Dehong, the executive Director of our Company.

Mr. Wong has entered into a service contract as an executive Director with the Company for a term of 3 years commencing from September 2013. Further, as appointed by an ordinary resolution of the Company either to fill a casual vacancy or as an addition to the Board, he holds office only until the AGM and shall be eligible for re-election at the AGM in accordance with the Articles of Association. Mr. Wang is entitled to receive salaries of RMB5,000,000 per annum and discretionary bonus, share options under the Pre-IPO Share Option Scheme and other incentives as determined by the remuneration committee of the Company from time to time with reference to the remuneration policy of the Company. The total amount of director’s remuneration of Mr. Wang for the year ended 31 December 2013 was RMB7,416,637, which was determined by the Board with reference to his experience, duties and responsibilities, length of service and to prevailing market conditions.

Pursuant to Part XV of the SFO, as at the Latest Practicable Date, Mr. Wong held (i) 2,070,000,000 Shares, representing approximately 51.37% of the entire issued share capital of the Company through Most Trend, the entire issued share capital of which is wholly-owned by the Ultimate Controlling Shareholders (by virtue of an acting-in-concert declaration executed by the Ultimate Controlling Shareholders on 22 March 2013, the Ultimate Controlling Shareholders, among other things, confirmed that since 1 January 2010, they have been operating the Group collectively and would through discussions reach consensus among themselves before reaching any commercial decisions on an unanimous basis, As such, the Ultimate Controlling Shareholders are deemed to be interested in 2,070,000,000 shares of the Company through Most Trend); and (ii) the Pre-IPO Share Options (as defined in the Prospectus) in respect of 11,600,000 underlying shares granted by the Company.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Save as disclosed above, Mr. Wong (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. Wong has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to any of the requirements of the provisions under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Mr. Huang Dehong, aged 35, is our executive Director. He was appointed as executive Director in March 2013 and is primarily responsible for the day to day management of the business of our Group. Mr. Huang has seven years of experience in the trade center development and operations industry. He has been the director of Ningxiang Hydoo Guangcai Trade Center Development Company Limited since July 2009, the general manager of Ningxiang Hydoo Guangcai Trade Center Development Company Limited since December 2010 and the director and general manager of Wuzhou Hydoo Commercial and Trade Center Development Company Limited since April 2012. He was also the deputy general manager of Ningxiang Hydoo Guangcai Trade Center Development Company Limited from July 2009 to December 2010. From January 2006 to June 2009, he served as the executive deputy general manager of Shuozhou Howard Commercial and Trade Center Development Company Limited (朔州豪德貿易廣場開發有限公司), and was responsible for assisting the general manager with the company's operations and management. Mr. Huang graduated from Sun Yat-sen University with a diploma in law in June 1998. Mr. Huang is the nephew of Mr. Wong Choihing, the executive Director, Chairman and chief executive officer of our Company.

Mr. Huang has entered into a service contract as an executive Director with the Company for a term of 3 years commencing from September 2013. He is also subject to retirement and eligible for re-election at the AGM in accordance with the Articles of Association. Mr. Huang is entitled to receive salaries of RMB1,500,000 per annum and discretionary bonus, share options under the Pre-IPO Share Option Scheme and other incentives as determined by the remuneration committee of the Company from time to time with reference to the remuneration policy of the Company. The total amount of director's remuneration of Mr. Huang for the year ended 31 December 2013 was RMB2,231,939, which was determined by the Board with reference to his experience, duties and responsibilities, length of service and to prevailing market conditions.

Pursuant to Part XV of the SFO, as at the Latest Practicable Date, Mr. Huang held (i) 2,070,000,000 Shares, representing approximately 51.37% of the entire issued share capital of the Company through Most Trend, the entire issued share capital of which is wholly-owned by the Ultimate Controlling Shareholders (by virtue of an acting-in-concert declaration executed by the Ultimate Controlling Shareholders on 22 March 2013, the Ultimate Controlling Shareholders, among other things, confirmed that since 1 January 2010, they have been operating the Group collectively and would through discussions reach consensus among themselves before reaching any commercial decisions on an unanimous basis, As such, the Ultimate Controlling Shareholders are deemed to be interested in 2,070,000,000 shares of the Company through Most Trend); and (ii) the Pre-IPO Share Options (as defined in the Prospectus) in respect of 4,000,000 underlying shares granted by the Company.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Save as disclosed above, Mr. Huang (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. Huang has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to any of the requirements of the provisions under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Mr. Yuan Bing, aged 45, is our non-executive Director. He was appointed as non-executive Director in July 2011 and is primarily responsible for providing strategic advice and guidance on the business and operations of our Group. Mr. Yuan has more than ten years of experience in the investment banking industry and has extensive knowledge in corporate financing, listings and mergers and acquisitions transactions. Mr. Yuan joined Hony Capital in April 2009 and has served as managing director of the investment department of its Hong Kong office since January 2010. Currently, he is also a director of Top Amuse and a non-executive and non-independent director and member of audit and compensation committees of Biosensors International Group, Ltd., a company listed on Singapore Stock Exchange. Prior to joining Hony Capital, Mr. Yuan served as managing director of the direct investment department of Morgan Stanley Asia Limited from October 2006 to 2009. Before that, Mr. Yuan served as managing director of the PRC enterprises corporate financing department of Morgan Stanley Asia Limited from April 2004 to June 2006. Mr. Yuan also served as the vice president of Credit Suisse First Boston (Hong Kong) Limited from September 2001 to March 2004. Mr. Yuan received a bachelor of arts degree in English from Nanjing University in July 1990. He also obtained a master's degree in international relations in June 1993 and a juris doctorate's degree in June 1998 from Yale University.

Mr. Yuan has entered into a letter of appointment as a non-executive Director with the Company for a term of 3 years commencing from September 2013. He is also subject to retirement and eligible for re-election at the AGM in accordance with the Articles of Association. Mr. Yuan is entitled to receive salaries of nil per annum and the total amount of director's remuneration of Mr. Yuan for the year ended 31 December 2013 was nil.

As of the Latest Practicable Date, Mr. Yuan does not have any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Yuan (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. Yuan has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to any of the requirements of the provisions under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. Yang Xianzu, aged 74, was appointed as an independent non-executive Director of in March 2013. Mr. Yang has more than 30 years of experience in telecommunications industry. Currently, he serves as an independent non-executive director of several companies listed on the Stock Exchange, namely, Dongfeng Motor Group Company Limited, China Wireless Technologies Limited and CITIC Telecom International Holdings Limited (stock code: 489, 2369 and 1883, respectively). He is also an independent director of 263 Network Ltd (二六三網路通信股份有限公司), a company listed on the Shenzhen Stock Exchange. Since 2003, he has served as a member of the 10th National Committee of CPPCC, an external director of Baosteel Group Corporation (寶鋼集團有限公司) and China Electronics Corporation (中國電子資訊產業集團公司) successively. From 1999 to 2003, he served as the chairman of China United Telecommunications Corporation Limited (中國聯合通信股份有限公司) (a company listed on Shanghai stock exchange) and from 2000 to 2003, he served as the chairman of China Unicom (Hong Kong) Limited (a company listed on New York Stock Exchange and Stock Exchange). Prior to that, he successively served as the deputy minister of the Ministry of Post and Telecommunications and the Ministry of Information Industry. He also served as the director of Henan Administration for Post and Telecommunications from 1986 to 1990 and the deputy director of Hubei Administration for Post and Telecommunications from 1983 to 1986.

Mr. Yang has entered into a letter of appointment as an independent non-executive Director with the Company for a term of 3 years commencing from March 2013. Further, as appointed by the Board either to fill a casual vacancy or as an addition to the Board, he holds office only until the AGM and shall be eligible for re-election at the AGM in accordance with the Articles of Association. Mr. Yang is entitled to receive salaries of HK\$300,000 per annum and discretionary bonus, share options under the Pre-IPO Share Option Scheme and other incentives as determined by the remuneration committee of the Company from time to time with reference to the remuneration policy of the Company. The total amount of director's remuneration of Mr. Yang for the year ended 31 December 2013 was RMB267,837 (equivalent to approximately HK\$337,199), which was determined by the Board with reference to his experience, duties and responsibilities, length of service and to prevailing market conditions.

As at the Latest Practicable Date, Mr. Yang held the Pre-IPO Share Options in respect of 300,000 underlying Shares granted by the Company pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Yang (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. Yang has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to any of the requirements of the provisions under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Mr. Wang Lianzhou, aged 74, was appointed as an independent non-executive Director in March 2013. Currently, he serves as an independent director of Beijing Tongrentang Co. Ltd (a company listed on Shanghai Stock Exchange), Hwabao Trust Co. Ltd. (華寶信託有限責任公司), Great Wall Fund Management Co. Ltd., Heaven-Sent Capital Management Group Co. Ltd. (矽谷天堂資產管理集

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

團), and the director of the editorial committee of Securities Investment Fund Yearbook. He also acted as an independent director of China Asset Management Co., Ltd and the independent supervisor of Baoying Fund Management Co. Ltd., and the president of the Trust and Fund Institution of the People's University of China. He previously worked at finance and economy committee of National People's Congress ("NPC Finance and Economy Committee") and was responsible for coordinating the work between the NPC Finance and Economy Committee and the relevant departments of the PRC central government and to launch the legislation on economic matters. He successively served as the vice chief and the chief of the finance group of the NPC Finance and Economy Committee office, the deputy director of the office and economic law office, bureau-level inspector of research institute. He also served as the group leader in drafting the Securities Law, Trust Law, and Investment Fund Law of China, consistently dedicating to the construction of legal system for capital market.

Mr. Wang has entered into a letter of appointment as an independent non-executive Director with the Company for a term of 3 years commencing from March 2013. Further, as appointed by the Board either to fill a casual vacancy or as an addition to the Board, he holds office only until the AGM and shall be eligible for re-election at the AGM in accordance with the Articles of Association. Mr. Wang is entitled to receive salaries of HK\$300,000 per annum and discretionary bonus, share options under the Pre-IPO Share Option Scheme and other incentives as determined by the remuneration committee of the Company from time to time with reference to the remuneration policy of the Company. The total amount of director's remuneration of Mr. Wang for the year ended 31 December 2013 was RMB267,837 (equivalent to approximately HK\$337,199), which was determined by the Board with reference to his experience, duties and responsibilities, length of service and to prevailing market conditions.

As at the Latest Practicable Date, Mr. Wang held the Pre-IPO Share Options in respect of 300,000 underlying Shares granted by the Company pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Wang (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. Wang has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to any of the requirements of the provisions under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Mr. Lam, Chi Yuen Nelson, aged 45, was appointed as an independent non-executive Director in March 2013. He has extensive experience in professional accountancy in Hong Kong. Currently, he is the sole proprietor of Nelson and Company, Certified Public Accountants which has been in operation since February 2005. He has been appointed as a non-official non-executive director of the Urban Renewal Authority Board of Hong Kong SAR since May 2013. He has been the independent non-executive director of China Resources Cement Holdings Limited, a company listed in Stock Exchange (stock code: 1313), since August 2008. He has also been appointed as a member of the Financial Reporting Review Panel since July 2013 and a member of the Air Transport Licensing Authority since August 2013. Mr. Lam is a practicing fellow member of the Hong Kong Institute of

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants and a member of several professional bodies in Australia, the USA and the United Kingdom, including CPA Australia, the American Institute of Certified Public Accountants and the Institute of Chartered Accountants of England and Wales. He is also a CFA charter holder and a fellow member of the Hong Kong Institute of Directors. Mr. Lam was the president of the Society of Chinese Accountants and Auditors from December 2011 to December 2013 and is currently the chairman of Accounting Development Foundation Limited. Mr. Lam received a bachelor of business administration degree in accounting from the Hong Kong Baptist University (formerly known as Hong Kong Baptist College) in January 1992, a master of business administration degree from The Hong Kong University of Science and Technology in November 1998 and a master of science degree in finance from The Chinese University of Hong Kong in November 2001.

Mr. Lam has entered into a letter of appointment as an independent non-executive Director with the Company for a term of 3 years commencing from March 2013. Further, as appointed by the Board either to fill a casual vacancy or as an addition to the Board, he holds office only until the AGM and shall be eligible for re-election at the AGM in accordance with the Articles of Association. Mr. Lam is entitled to receive salaries of HK\$300,000 per annum and discretionary bonus, share options under the Pre-IPO Share Option Scheme and other incentives as determined by the remuneration committee of the Company from time to time with reference to the remuneration policy of the Company. The total amount of director's remuneration of Mr. Lam for the year ended 31 December 2013 was HK\$333,859, which was determined by the Board with reference to his experience, duties and responsibilities, length of service and to prevailing market conditions.

As at the Latest Practicable Date, Mr. Lam held the Pre-IPO Share Options in respect of 300,000 underlying Shares granted by the Company pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Lam (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. Lam has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to any of the requirements of the provisions under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



HYDOO INTERNATIONAL HOLDING LIMITED

毅德國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1396)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of **Hydoo International Holding Limited** (the “Company”) will be held at 30/F, Block A, East Pacific International Center, 7888 Shennan Boulevard, Futian District, Shenzhen, PRC, on Tuesday, 13 May 2014 at 10 a.m. for the following purposes:-

ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries (the “Group”), the reports of the directors of the Company (the “Directors”) and the reports of the independent auditors of the Company (the “Auditors”) for the year ended 31 December 2013;
2. To declare the payment of a final dividend of HK19.5 cents per Share (as herein defined) (equivalent to approximately RMB15.3 cents per Share) for the year ended 31 December 2013;
3. To re-elect the following Directors, each as a separate resolution:
 - (i) Mr. Wong Choihing as executive Director;
 - (ii) Mr. Huang Dehong as executive Director;
 - (iii) Mr. Yuan Bing as non-executive Director;
 - (iv) Mr. Yang Xianzu as independent non-executive Director;
 - (v) Mr. Wang Lianzhou as independent non-executive Director; and
 - (vi) Mr. Lam, Chi Yuen Nelson as independent non-executive Director;and to authorize the board of Directors (the “Board”) to fix the remuneration of the Directors;
4. To re-appoint KPMG as Auditors and to authorize the Board to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, pass with or without amendments the following resolutions as an ordinary resolution:-

“**THAT:**

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with the shares of HK\$0.01 each in the capital of the Company (the “**Shares**”) or securities convertible into Shares and to make an offer or agreement or grant offers, agreements and options (including but not limited to warrants, options, bonds, notes, securities and debentures conferring any rights to subscribe for or otherwise receive Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above of this resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options (including but not limited to warrants, options, bonds, notes, securities and debentures conferring any rights to subscribe for or otherwise receive Shares) which would or might require the Shares to be allotted and issued during or after the end of the Relevant Period;
- (c) the aggregate nominal value of the Shares allotted or issued or dealt with or agreed conditionally or unconditionally to be allotted and issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to: (i) a Rights Issue (as defined in paragraph (d) of this resolution); (ii) the exercise of any subscription or conversion rights attaching to any warrants issued by the Company or any securities which are convertible into shares of the Company; (iii) the exercise of any options granted under the pre-IPO share option scheme of the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles of Association**”), shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the relevant resolution and conditional on the ordinary resolutions in item No. 6 and 7 below being passed, and the said approval shall be limited accordingly;
- (d) for the purpose of this resolution:-

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company, unless renewed by an ordinary resolution of the shareholders of the Company (the “**Shareholders**”) in a general meeting, either conditionally or subject to condition;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by any applicable laws and the Articles of Association; or
- (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the Shareholders in a general meeting; and

“**Rights Issue**” means an offer of shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Company (or by the Directors) to Shareholders whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (or, where appropriate such other securities) (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any authorized regulatory body or any stock exchange in, any territory outside Hong Kong).”

6. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:-

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and which is recognized by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for this purpose, subject to and in accordance with the rules and regulations of the SFC and all applicable laws and/or the requirements under the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) or equivalent rules or regulations of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares to be authorized to repurchase by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and provided that immediately following any such repurchase, the Company shall be able to pay its debts as they fall due in the ordinary course of business, and the authority granted shall be limited accordingly; and
- (c) for the purpose of this resolution:-

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:-

- (i) the conclusion of the next annual general meeting of the Company, unless renewed by an ordinary resolution of the Shareholders in a general meeting, either conditionally or subject to condition;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting is required to be held by any applicable laws or the Articles of Association; and
 - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.”
7. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT** conditional on the passing of ordinary resolutions numbered 5 and 6 above, the general mandate granted to the Directors pursuant to ordinary resolution numbered 5 above be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted and issued or dealt with, or agreed to be allotted and issued or dealt with by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 6 above, provided that such extended amount shall not exceed 10% of the aggregate nominal value of share capital of the Company in issue as at the date of passing of the resolution numbered 6.”

By order of the Board
Hydoo International Holding Limited
Wong Choihing
Chairman and Executive Director

Hong Kong, 7 April 2014

Notes:

- (a) A member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at any one general meeting (or at any one class meeting). Completion and return of the form of proxy will not preclude members from attending and voting in person at the abovementioned meeting or any adjourned meeting thereof should they so wish. In such case, such form of proxy shall be deemed to be revoked.
- (b) In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or the adjourned meeting (as the case may be).
- (c) The register of members of the Company will be closed from Thursday, 8 May 2014 to Tuesday, 13 May 2014, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attendance of the AGM, all transfer forms accompanied by the relevant

NOTICE OF ANNUAL GENERAL MEETING

share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 7 May 2014.

- (d) Subject to the Shareholders' approval on the payment of the final dividend at the AGM, the register of members of the Company will be closed for the purpose of determining the identity of members who are entitled to receive the said final dividend from Monday, 19 May 2014 to Wednesday, 21 May 2014, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Friday, 16 May 2014.
- (e) With regard to item No. 3 in this notice, details of the re-elected Directors are set out in the Appendix II to this circular to shareholders of the Company dated 7 April 2014.
- (f) Pursuant to Rule 13.39(4) of the Listing Rules, all votes of Shareholders at the AGM will be taken by poll except where the chairman of the AGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Article 14.1 of the Articles of Association provides that on a poll, every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the Branch Register.
- (g) Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (h) If Typhoon Signal No.8 or above is expected to be hoisted or a Black Rainstorm Warning Signal is expected to be in force any time after 6 a.m. on the date of the AGM, then the AGM will be postponed and the Shareholders will be informed of the date, time and venue of the rescheduled meeting by a supplementary notice posted on the Company's website (www.hydo.com.cn) and the website of the Stock Exchange (www.hkexnews.hk).

The AGM will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force.

Shareholders should decide on their own whether they would attend the AGM under bad weather condition bearing in mind their own situations and if they do so, they are advised to exercise care and caution.

As at the date of this notice, the executive Directors of the Company are Mr. Wong Choihing and Mr. Huang Dehong; the non-executive Director of the Company is Mr. Yuan Bing; and the independent non-executive Directors of the Company are Mr. Yang Xianzu, Mr. Wang Lianzhou and Mr. Lam, Chi Yuen Nelson.