

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.



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)

ANNOUNCEMENT

PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE AND RULE 13.09 OF THE LISTING RULES AND INSIDE INFORMATION PROVISIONS UNDER PART XIVA OF THE SECURITIES AND FUTURES ORDINANCE

This announcement is made by Hydoo International Holding Limited (the “**Company**”) pursuant to Rule 3.7 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”) issued by the Securities and Futures Commission of Hong Kong (the “**SFC**”), Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

THE PROPOSAL

The board of directors (the “**Directors**”) of the Company (the “**Board**”) noted the recent increase in the price and trading volume of the shares of the Company and made certain enquiries as to the possible cause.

The Board has been informed by the Company’s shareholders, Most Trend Holdings Limited (“**Most Trend**”) and Eminent Ascend Limited (“**Eminent Ascend**”), that they had been approached by an independent third party with a preliminary proposal in connection with the possible purchase of all or part of their shares in the Company (the “**Shares**”).

The Board is informed that it was only a preliminary approach by an independent third party, the discussion is still on-going and no letters of intent, definitive and/or legally binding agreements or price per Share or number of Shares have been agreed as at the date of this announcement. Such potential disposals by Most Trend and Eminent Ascend therefore may or may not proceed.

INTEREST IN SHARES

Most Trend is the controlling shareholder of the Company and holds 2,070,000,000 Shares, which represent approximately 51.56% of the existing issued share capital of the Company as at the date of this announcement. Most Trend is beneficially owned by Wong Choihing, Wang Quanguang, Wang Jianli, Wang Dewen, Wang Desheng, Wang Dekai, Huang Dehong and Wong Sheung Tak.

Eminent Ascend holds 300,000,000 Shares, which represent approximately 7.47% of the existing issued share capital of the Company as at the date of this announcement. Eminent Ascend is entirely beneficially owned by Wong Sheung Tak.

DISCLOSURE OF DEALINGS

For the purpose of the Takeovers Code, the offer period commences on the date of this announcement, being 23 May 2017.

In compliance with Rule 3.8 of the Takeovers Code, the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company comprise: (i) 4,014,844,000 Shares; and (ii) outstanding options to subscribe for up to 65,095,000 Shares granted under the pre-IPO share option scheme of the Company, as at the date of this announcement. Save as the aforesaid, the Company has no other outstanding relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this announcement.

Associates of the Company (as defined under the Takeovers Code, including persons holding 5% or more of the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company) and the potential offeror are reminded to disclose their dealings in the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company pursuant to the requirements of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

UPDATES

In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the above discussions will be made by the Company until an announcement is made of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with the offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and/or the Takeovers Code (as the case may be).

WARNING: Shareholders of the Company and/or potential investors should be aware that the implementation of the preliminary discussions between Most Trend, Eminent Ascend and the independent third party may or may not proceed. There is no assurance that any discussions and/or agreement would develop, materialise or eventually be consummated. Shareholders of the Company and potential investors are advised to exercise caution when dealing in the Shares and/or securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisors.

By order of the Board
Hydoo International Holding Limited
Wang Jianli
Chairman and Executive Director

Hong Kong, 23 May 2017

As at the date of this announcement, our executive Directors are Mr. Wang Jianli, Mr. Wang Dewen and Mr. Huang Dehong; our non-executive Director is Mr. Yuan Bing; and our independent non-executive Directors are Mr. Zhao Lihua, Mr. Wang Lianzhou and Mr. Lam Chi Yuen Nelson.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.