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**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)**

**RECEIPT OF REQUISITE CONSENTS AND EXECUTION OF  
SUPPLEMENTAL INDENTURE AND SUPPLEMENTAL DEED  
IN RESPECT OF  
13.75% SENIOR NOTES DUE 2018  
AND  
11% SENIOR NOTES DUE 2019**

Reference is made to the announcement by Hydoo International Holding Limited (the “**Company**”) on 6 September 2017 (the “**Announcement**”) in relation to the solicitation of consents (the “**2018 Notes Consent Solicitation**”) to certain proposed amendments to the 2018 Notes Indenture (the “**2018 Notes Proposed Amendments**”) pursuant to the terms of the consent solicitation statement dated 6 September 2017 (the “**2018 Notes Consent Solicitation Statement**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Announcement and the 2018 Notes Consent Solicitation Statement.

**2018 NOTES CONSENT SOLICITATION**

The Company announces that it has received validly delivered (and not validly revoked) consents from the holders of not less than a majority in aggregate principal amount of the outstanding 2018 Notes (the “**Requisite Consents**”) to the 2018 Notes Proposed Amendments.

As the Requisite Consents have been obtained, the Company and the Subsidiary Guarantors are pleased to announce the execution of a supplemental indenture with respect to the 2018 Notes Indenture on 15 September 2017, by and among the Company, the Subsidiary Guarantors and Citicorp International Limited, as the Trustee, giving effect to the 2018 Notes Proposed Amendments (the “**2018 Notes Supplemental Indenture**”) in compliance with the conditions contained in the 2018 Notes Indenture. The 2018 Notes Supplemental Indenture is effective, and therefore consents are no longer revocable. The 2018 Notes Supplemental Indenture will not become operative until the Company has paid the Consent Payment (as defined below) to the holders of the 2018 Notes who have validly delivered and not validly revoked the consents pursuant to the 2018 Notes Consent Solicitation. From and after the Effective Time, each present and future holder of the 2018 Notes will be bound by the terms of the 2018 Notes Indenture as amended by the 2018 Notes Supplemental Indenture, whether or not such holder has delivered Consent.

Upon the terms and subject to the satisfaction or waiver of all of the conditions set forth in the 2018 Notes Consent Solicitation Statement, the consideration for each US\$1,000 principal amount of the 2018 Notes for which a consent was validly delivered on or prior to the Expiration Date and not validly revoked on or prior to earlier of the Effective Time and the Expiration Date will be US\$3.00 (the “**Consent Payment**”).

It is expected that any Consent Payment due will be paid no later than three Business Days (as defined in the 2018 Notes Indenture) after the Expiration Date and the satisfaction or waiver of the conditions set forth in the 2018 Notes Consent Solicitation Statement (the “**Settlement Date**”).

The terms and conditions of the 2018 Notes Consent Solicitation are set forth in the 2018 Notes Consent Solicitation Statement. For a detailed statement of the 2018 Notes Proposed Amendments, holders of the 2018 Notes should refer to the 2018 Notes Consent Solicitation Statement.

Questions from holders of the 2018 Notes in relation to the 2018 Notes Solicitation should be directed to the sole solicitation agent for the 2018 Notes Consent Solicitation, Morgan Stanley & Co. International plc at Level 46, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong, telephone: +852 2239 7358, attention: Debt Capital Markets. Additional copies of the 2018 Notes Consent Solicitation Statement can be found on <https://sites.dfkingltd.com/hydoo> or can be requested from the information and tabulation agent for the 2018 Notes Consent Solicitation, D.F. King, via email [hydoo@dfkingltd.com](mailto:hydoo@dfkingltd.com), or via telephone in London on +44 20 7920 9700 and in Hong Kong on +852 3953 7230.

## 2019 NOTES CONSENT

The Company has also obtained the consent (the “**2019 Notes Consent**”) from China Orient Alternative Investment Fund, as the sole holder of the 2019 Notes, for the 2019 Notes Proposed Amendments (as defined in the Announcement).

The Company and the Subsidiary Guarantors are pleased to announce the execution of a supplemental note instrument with respect to the 2019 Notes Instrument on 14 September 2017, by and among the Company, the Subsidiary Guarantors and China Orient Alternative Investment Fund giving effect to the 2019 Notes Proposed Amendments (the “**2019 Notes Supplemental Deed**”) in compliance with the conditions contained in the 2019 Notes Instrument. Although the 2019 Notes Supplemental Deed has become effective upon execution thereof, the 2019 Notes Proposed Amendments will only become operative upon the payment of the consent fee by the Company to China Orient Alternative Investment Fund and the execution of the 2018 Notes Supplemental Indenture. From and after such effective time, the present and future holder of the 2019 Notes will be bound by the terms of the 2019 Notes Instrument as amended by the 2019 Notes Supplemental Deed.

## CAUTIONARY STATEMENT

This announcement is not a solicitation of consent with respect to the 2018 Notes and the 2019 Notes. The 2018 Notes Consent Solicitation is being made solely by the 2018 Notes Consent Solicitation Statement, which sets forth a detailed description of the terms of the consent solicitation with respect to the 2018 Notes.

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons who come into possession of this announcement are required to inform themselves about, and to observe, any such restrictions. **Under no circumstances shall the solicitation of consents for the 2018 Notes or the 2019 Notes constitute an offer to sell or issue or the solicitation of an offer to buy or subscribe for any securities in any jurisdiction.**

**Shareholders of the Company and potential investors are advised to exercise caution when dealing in the securities of the Company.**

This communication is for information purposes only and does not constitute a prospectus or any offer to sell or the solicitation of an offer to buy any security in the United States of America or in any other jurisdiction. Securities may not be offered or sold in the United States of America absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”).

This communication is directed only at (i) persons who are outside the United Kingdom, (ii) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”), (iii) high net worth entities of the type falling within Article 49(2) of the Order, and (iv) to the extent that doing so does not prejudice the lawful direction of the communication at the foregoing, other persons to whom it may lawfully be directed or communicated, all such persons together being referred to as “relevant persons”. Any investment activity to which this communication relates will only be available to, and will only be engaged in with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

This announcement is not an offer of securities to the public in any European Economic Area member state that has implemented directive 2003/71/EC (together with any applicable implementing measures in any member state).

## **FORWARD-LOOKING INFORMATION**

Forward-looking statements in this announcement, including those statements relating to the 2018 Notes Consent Solicitation and the 2019 Notes Consent, such as the payment of the consent payment, are based on current expectations. These statements are not guarantees of future events or results. Future events and results involve some risks, uncertainties and assumptions that are difficult to predict. Actual events and results could vary materially from the description contained herein due to many factors including changes in the market and price for the 2018 Notes; changes in the business and financial condition of the Company and its subsidiaries; changes in the debt markets in general; and the occurrence of events specified in the 2018 Notes Consent Solicitation that would trigger a condition permitting termination or amendment of the 2018 Notes Consent Solicitation.

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

Hong Kong, 18 September 2017

*As at the date of this announcement, the executive Directors of the Company are Mr. Wang Jianli, Mr. Wang Dewen 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. Zhao Lihua, Mr. Wang Lianzhou and Mr. Lam, Chi Yuen Nelson.*