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**CHINA GUANGDONG — HONG KONG  
GREATER BAY AREA HOLDINGS LIMITED**

**中國粵港灣區控股有限公司**

*(Incorporated in the British Virgin Islands with limited liability)*

**Hydoo<sup>®</sup> 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)**

## **JOINT ANNOUNCEMENT**

**(1) COMPLETION OF THE SALE AND PURCHASE OF  
THE SALE SHARES;**

**AND**

**(2) MANDATORY UNCONDITIONAL CASH OFFER BY  
ZHONGTAI INTERNATIONAL SECURITIES LIMITED  
FOR AND ON BEHALF OF CHINA GUANGDONG — HONG KONG  
GREATER BAY AREA HOLDINGS LIMITED  
TO ACQUIRE ALL THE ISSUED SHARES  
OF HYDOO INTERNATIONAL HOLDING LIMITED  
(OTHER THAN THOSE ALREADY  
OWNED AND AGREED TO BE ACQUIRED BY CHINA GUANGDONG  
— HONG KONG GREATER BAY AREA HOLDINGS LIMITED  
AND PARTIES ACTING IN CONCERT WITH IT)**

**Financial adviser to the Offeror**



**Zhongtai International Capital Limited**

**Independent financial adviser to the Independent Board Committee**



**Opus Capital Limited**

Reference is made to (i) the joint announcement of China Guangdong — Hong Kong Greater Bay Area Holdings Limited (the “**Offeror**”) and Hydoo International Holding Limited (the “**Company**”) dated 13 August 2019 (the “**Joint Announcement**”) in relation to, among other things, the Sale and Purchase Agreement and the Share Offer; and (ii) the joint announcement of the Offeror and the Company dated 28 August 2019 (the “**Delay in Despatch Announcement**”) in relation to, among other things, the delay in despatch of the Composite Document together with the relevant form of acceptance (the “**Form of Acceptance**”). Unless otherwise defined, capitalised terms defined in the Joint Announcement shall have the same meaning when used in this announcement.

## **COMPLETION OF THE SALE AND PURCHASE AGREEMENT**

The Offeror and the Company (as informed by the Offeror and the Vendor) are pleased to announce that Completion took place on 11 September 2019. Pursuant to the terms of the Sale and Purchase Agreement, the Offeror acquired 2,070,000,000 Shares at a total cash consideration of HK\$631,350,000 (equivalent to HK\$0.305 per Sale Share).

Immediately upon Completion, the Offeror and parties acting in concert with it beneficially own 2,070,000,000 Shares, representing approximately 51.56% of the total issued share capital of the Company as at the date of this joint announcement.

## **MANDATORY UNCONDITIONAL CASH OFFER**

Upon Completion, the Offeror is required under Rule 26.1 of the Takeovers Code to make a mandatory unconditional cash offer to acquire all the issued Shares not already owned or agreed to be acquired by it and/or parties acting in concert with it. Zhongtai Securities will make the Share Offer on behalf of the Offeror for such Shares on the terms to be set out in the Composite Document to be issued in accordance with the Takeovers Code.

## **DESPATCH OF THE COMPOSITE DOCUMENT**

Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document setting out, among others, (i) further details of the Share Offer (including the expected timetable); (ii) the recommendation from the Independent Board Committee; (iii) a letter of advice from the independent financial adviser to the Independent Board Committee in respect of the Share Offer; and (iv) the relevant Form of Acceptance, is required to be despatched to the Shareholders within 21 days after the date of the Joint Announcement or such later date as the Executive may consent to.

As disclosed in the Delay in Despatch Announcement, upon application by the Offeror, the Executive granted his consent under Note 2 to Rule 8.2 of the Takeovers Code to extend the deadline for the despatch of the Composite Document (together with the Form of Acceptance) to within seven days of Completion. The Composite Document (together with the Form of Acceptance) is therefore expected to be despatched on or before 18 September 2019.

By order of the board of directors of  
**China Guangdong — Hong Kong Greater  
Bay Area Holdings Limited**  
**Cai Hongwen**  
*Director*

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

Hong Kong, 11 September 2019

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

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than any information relating to the Offeror, parties acting in concert with it and the Purchaser Guarantors), and confirm, having made all reasonable inquiries, that to the best of each of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.*

*As at the date of this joint announcement, the directors of the Offeror are Mr. Zeng Yunshu, Mr. Cai Hongwen and Mr. Cheung Yi Wan.*

*The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than any information relating to the Vendor, parties acting in concert with it, the Vendor Guarantors and the Group), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.*