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Hidili Industry International Development Limited
恒鼎實業國際發展有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 01393)

**NOTICE OF SCHEME MEETING IN
THE HIGH COURT OF THE HONG KONG
SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
MISCELLANEOUS PROCEEDINGS NO. 170 OF 2022
AND
APPOINTMENT OF FINANCIAL ADVISER**

This announcement is made by Hidili Industry International Development Limited (the “**Company**”) pursuant to Rule 13.09(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

References are made to the announcements of the Company dated 30 October 2015, 4 November 2015, 14 December 2015, 11 March 2016, 22 April 2016, 18 January 2017, 13 July 2020, 30 April 2021, 1 November 2021, 28 January 2022 and 4 February 2022 in relation to the proposed offshore debt restructuring of the Company (the “**Restructuring**”) and 9 February 2022 in relation to the grant of the Convening Order by the High Court. Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the announcement dated 4 February 2022.

NOTICE OF SCHEME MEETING

The Company is pleased to announce that a meeting of Scheme Creditors (the “**Scheme Meeting**”) will be held at 24th Floor, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong on Tuesday, 24 May 2022 at 10:00 a.m (or any adjournment thereof) for the purpose of considering and, if thought fit, approving the proposed scheme of arrangement between the Company and the Scheme Creditors pursuant to sections 673 and 674 of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) (the “**Scheme**”). Documents in connection with the Scheme Meeting have been disseminated to the Scheme Creditors on 28 April 2022.

Notice of the Scheme Meeting is set out below:

“Terms used in this Notice have the same meanings as in the explanatory statement dated 28 April 2022 (the “**Explanatory Statement**”) relating to the proposed scheme of arrangement between Hidili Industry International Development Limited (the “**Company**”) and the Scheme Creditors pursuant to section 670 of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) (the “**Scheme**”).

NOTICE IS HEREBY GIVEN that, by an order (the “**Convening Order**”) dated 9 February 2022 made by the High Court, the High Court has directed a meeting of Scheme Creditors (the “**Scheme Meeting**”) be convened for the purpose of considering and, if thought fit, approving (with or without modification or condition approved and imposed by the High Court) the Scheme proposed to be made between the Company and the Scheme Creditors pursuant to sections 673 and 674 of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong).

The Scheme Meeting will be held at 24th Floor, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong on Tuesday, 24 May 2022 at 10:00 a.m. (Hong Kong time), with any adjournment as may be appropriate (subject to applicable COVID-19 restrictions, policies or guidance then in force in Hong Kong, and in which case any changes in arrangements relating to the Scheme Meeting shall be communicated to Scheme Creditors in advance of the Scheme Meeting on the Scheme Website and by a public announcement published on The Stock Exchange of Hong Kong Limited). All Scheme Creditors are entitled (but not obligated) to attend the Scheme Meeting at such place and time either in person, by a fully authorised representative (if a corporation) or by proxy.

Any Scheme Creditor (or his proxy) wishing to attend the Scheme Meeting by Zoom call must indicate his intention to do so in the Account Holder Letter (which is included in Solicitation Packet) and submit the same to the Information Agent on or before the Voting Instruction Deadline, being 17:00, Thursday on 19 May Hong Kong time and 5:00 a.m., Thursday on 19 May 2022 New York time.

Attendance by Zoom call is conditional upon the Scheme Creditor (i) having a webcam function attached to the device from which the Scheme Creditor will be accessing the Zoom call, and (ii) agreeing to activate the webcam function and being visible to the Chairman throughout the Scheme Meeting.

At least 24 hours before the Scheme Meeting, the Company will send a unique PIN (in addition to any other necessary Zoom call joining instructions) to each Scheme Creditor who has indicated his intention to attend the Scheme Meeting by Zoom call, by email to that Scheme Creditor’s designated email address as stated in its Account Holder Letter, so that he or his proxy can participate by Zoom call.

A copy of the Scheme and the Explanatory Statement required to be furnished pursuant to section 671(3) of the Companies Ordinance are incorporated in the Scheme Document of which this Notice forms part. The Scheme Document together with the Solicitation Packet have been served personally or posted to the registered or last known addresses of the Scheme Creditors in the books and records of the Company.

Any Scheme Creditor who either (i) has not yet received the Scheme Document together with the Account Holder Letter, or (ii) wants additional copies of the Scheme Document together with the Account Holder Letter, may obtain the same, free of charge, during usual business hours on any day prior to the day appointed for the Scheme Meeting (other than a Saturday, a Sunday or a statutory holiday) at Room 1306, 13/F., Tai Tung Building, 8 Fleming Road, Wanchai, Hong Kong. The aforesaid documents may be downloaded from the Scheme Website (<https://sites.dfkingltd.com/hidili>).

Scheme Creditors who intend to attend and vote at the Scheme Meeting are requested to complete the online format of the Account Holder Letter at the Scheme Website and submit the completed Account Holder Letter to the Information Agent on or before the Voting Instruction Deadline.

By the Convening Order, the High Court has appointed Mr Xian Yang, the Chairman and an executive director of the Company or, failing him, Mr. Xian Fan, Acting General Manager, Head of Sales and Marketing, or failing him, one of the directors of the Company, to act as chairman of the Scheme Meeting (the “**Chairman**”) and have directed the Chairman to report the result of the Scheme Meeting to the High Court.

The Scheme Creditors may vote in person at the Scheme Meeting or they may appoint another person, whether a Scheme Creditor or not, as their proxy to attend and vote in their stead by filling out and submitting the proxy form in the Account Holder Letter. A corporate Creditor may also appoint a representative to attend and vote at the Scheme Meeting.

Any Scheme Creditor who wishes to attend the Scheme Meeting in person should produce at the Scheme Meeting a duplicate copy of the Account Holder Letter that was duly completed on their behalf, evidence of personal identity (for example, a passport, driving license or other picture identification) and, in the case of a corporation attending by a duly authorised representative, evidence of corporate authority (for example, a valid power of attorney and/or board minutes).

The Scheme will be subject to the subsequent approval and sanction of the High Court and the satisfaction or, if permitted, waiver of the conditions precedent in respect of the Scheme.

The Sanction Hearing is tentatively scheduled to take place at 10:00 a.m. Monday, on 6 June 2022, Scheme Creditors may (but are not obligated to) attend the Sanction Hearing.”

For enquiries, please contact:

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Scheme Website: <https://sites.dfkingltd.com/hidili>

APPOINTMENT OF FINANCIAL ADVISER

The Company has appointed Admiralty Harbour Capital Limited for the purposes of providing advice with respect to the Scheme.

By Order of the Board
Hidili Industry International Development Limited
Xian Yang
Chairman

Hong Kong
28 April 2022

As at the date of this Announcement, the executive directors of the Company are Mr. Xian Yang (Chairman), Mr. Sun Jiankun and Mr. Zhuang Xianwei and the independent non-executive directors of the Company are Mr. Chan Shiu Yuen Sammy, Mr. Huang Rongsheng and Ms. Xu Manzhen.