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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)

FINAL RESULTS OF THE TENDER OFFER AND CONSENT SOLICITATION FOR THE OUTSTANDING 8.625% SENIOR NOTES DUE 2015

This announcement is made by the Company pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

The Company announces the final results of the Tender Offer to purchase for cash its outstanding Notes up to the Maximum Acceptance Amount and the Consent Solicitation which commenced on 16 September 2014.

The Company announces that, as at 11:59 P.M., New York City time on 14 October 2014, being the Expiration Date:

- (i) US\$197,249,000 of the Notes, representing approximately 51.91% of the total aggregate principal amount of the outstanding Notes, had been validly tendered and not been validly withdrawn; and

- (ii) Consents from Holders with respect to US\$325,161,000 of the principal amount of the Notes, representing approximately 85.57% of the total aggregate principal amount of the outstanding Notes (including Notes being tendered) in the Tender Offer and Consent Solicitation had been validly delivered and not been validly revoked.

As such, the Company announces that the Requisite Consents have been obtained.

The Company, the Subsidiary Guarantors and the Trustee expect to execute a supplemental indenture containing the Proposed Amendments before the Settlement Date which will become operative immediately prior to the time when the Company makes payments for such Notes tendered and Consents delivered.

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

This announcement is made by the Company pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

Reference is made to the Company's announcement on 17 September 2014 in relation to the commencement of (i) the Tender Offer to purchase for cash of its outstanding Notes up to the Maximum Acceptance Amount, and (ii) the Consent Solicitation, and the Company's announcement dated 30 September 2014 in relation to an update on the Tender Offer and Consent Solicitation (collectively, the "**Announcements**"). All capitalised terms used in this announcement shall have the same meanings given to them in the Announcements, unless otherwise specified.

The Company announces the final results of the Tender Offer to purchase for cash its outstanding Notes up to the Maximum Acceptance Amount and the Consent Solicitation which commenced on 16 September 2014.

The Company announces that, as at 11:59 P.M., New York City time on 14 October 2014, being the Expiration Date:

- (i) US\$197,249,000 of the Notes, representing approximately 51.91% of the total aggregate principal amount of the outstanding Notes, had been validly tendered and not been validly withdrawn; and
- (ii) Consents from Holders with respect to US\$325,161,000 of the principal amount of the Notes, representing approximately 85.57% of the total aggregate principal amount of the outstanding Notes (including Notes being tendered) in the Tender Offer and Consent Solicitation had been validly delivered and not been validly revoked.

As such, the Company announces that the Requisite Consents have been obtained.

The Company has decided to accept for purchase all such Notes validly tendered (and not validly withdrawn) pursuant to the terms of the Tender Offer and the Consents validly delivered (and not validly revoked) pursuant to the Consent Solicitation. The Company expects to make payments in respect of the above on or about Tuesday, 21 October 2014 (the "**Settlement Date**").

The Company, the Subsidiary Guarantors and the Trustee expect to execute a supplemental indenture containing the Proposed Amendments before the Settlement Date to eliminate substantially all of the restrictive covenants and certain Events of Defaults and certain other provisions contained in the Indenture which will become operative immediately prior to the time when the Company makes the above payments.

FORWARD-LOOKING STATEMENTS

Forward-looking statements in this announcement, including those statements relating to the Offer, are based on current expectations, assumptions, estimates and projections about the Company and its industry. These statements are not guarantees of future performance and that the Company's actual results of operations, financial condition and liquidity, and the development of the industry in which the Company operates may differ materially from those made in, or suggested by, the forward-looking statements in this announcement. Future events and results involve some risks, uncertainties and assumptions that are difficult to predict. Important factors that could cause those differences include, but are not limited to, changes in the competitive environment and regulatory environment of the coal and coke industry in the PRC, changes in the business and financial condition of the Company and its subsidiaries and changes in the general economic trend in the PRC.

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

By Order of the Board of
Hidili Industry International Development Limited
恒鼎實業國際發展有限公司
Xian Yang
Chairman

Hong Kong
15 October 2014

As at the date of this announcement, the executive directors of the Company are Mr. Xian Yang (Chairman) and Mr. Sun Jiankun and the independent non-executive directors of the Company are Mr. Chan Chi Hing, Mr. Chen Limin and Mr. Huang Rongsheng.