

HANKORE ENVIRONMENT TECH GROUP LIMITED

(Incorporated in Bermuda)
(Company Registration No. 34074)

ANNOUNCEMENT – CONSENT SOLICITATION EXERCISE IN RELATION TO THE PROPOSED ACQUISITION BY HANKORE ENVIRONMENT TECH GROUP LIMITED OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF CHINA EVERBRIGHT WATER INVESTMENTS LIMITED

Commencement of consent solicitation exercise (the “Consent Solicitation”) by HanKore Environment Tech Group Limited (the “Company”) in relation to the S\$50,000,000 7.50 per cent. Notes due 2015 comprised in Series 001 (ISIN: SG57B8995155) (the “Notes”) issued pursuant to the Company’s S\$300,000,000 Multicurrency Medium Term Note Programme established on 23 July 2013 (the “Programme”)

The Company refers to:

- (i) the announcement dated 30 December 2013 released by the Company in relation to the framework agreement entered into between the Company and China Everbright Water Investments Limited (the “**Target**”) pursuant to which the Company proposed to acquire all the investments of the Target and China Everbright International Limited (“**CEIL**”) in the environmental water sector;
- (ii) the announcement dated 2 June 2014 released by the Company (the “**2 June 2014 Announcement**”) in relation to the conditional sale and purchase agreement entered into between the Company and China Everbright Water Holdings Limited (the “**Vendor**”), a wholly-owned subsidiary of CEIL, in respect of the proposed acquisition (the “**Acquisition**”) by the Company of the entire issued and paid-up ordinary share capital of the Target (the “**Sale Shares**”), where consideration for such acquisition will be satisfied by the allotment and issue by the Company to the Vendor of new shares in the share capital of the Company;
- (iii) the announcement dated 26 June 2014 released by the Company on the appointment of PrimePartners Corporate Finance Pte. Ltd. as independent financial advisers to the directors of the Company in relation to the Acquisition;
- (iv) the announcement dated 14 August 2014 released by the Company which refers to the 2 June 2014 Announcement and the press release dated 24 July 2014 issued by CEIL, and states that the consideration payable by the Company for the purchase of the Sale Shares remains unchanged; and
- (v) the Notes.

The Company wishes to announce that it has today commenced the Consent Solicitation to seek the approval of the holders of the Notes (the “**Noteholders**”), by way of an extraordinary resolution

to, *inter alia*, subject to the payment of the Early Consent Fee (as defined below) or (as the case may be) the Standard Consent Fee (as defined below) to the Noteholders who are entitled thereto:

- (a) waive the non-compliance with Clause 19.1.34 of the Trust Deed (as defined in the Consent Solicitation Statement) and Condition 3(c)(iii) of the Notes, which may or will occur as a result of the Acquisition;
- (b) waive the occurrence of the Potential Event(s) of Default or (as the case may be) Event(s) of Default under Condition 9(b) of the Notes, in each case, which may or will occur as a result of the Acquisition;
- (c) waive all the requirements, covenants and terms in the Trust Deed and the Notes, in each case, which may or will be breached as a result of the Acquisition; and
- (d) authorise, where applicable, the Notes Trustee (as defined in the Consent Solicitation Statement) to execute all documents, notices, forms, instruments, consents or arrangements and also to concur in and execute and do all acts, things and documents as the Notes Trustee may consider necessary, desirable or expedient to give effect to paragraphs (a) to (c) above,

all as more fully described in the section of the Consent Solicitation Statement titled "The Proposal".

The Company would also like to announce that in respect of the Notes, subject to the settlement conditions as provided in the Consent Solicitation Statement, the Company will pay to Noteholders who are entitled thereto:

- (a) an Early Consent Fee of S\$500 per S\$250,000 in principal amount of such Notes ("**Early Consent Fee**"); and
- (b) a Standard Consent Fee of S\$250 per S\$250,000 in principal amount of such Notes ("**Standard Consent Fee**").

Noteholders who are eligible to receive the Early Consent Fee will not additionally receive the Standard Consent Fee.

DBS Bank Ltd. has been appointed as the solicitation agent in connection with the Consent Solicitation.

For further details on the Consent Solicitation, Noteholders are advised to refer to the notice of meetings published in *The Business Times* and announced via SGXNET on 6 November 2014.

A copy of the consent solicitation statement pertaining to the Consent Solicitation (the "**Consent Solicitation Statement**") will be mailed to the Noteholders.

In order to avoid any violation of laws applicable in countries other than Singapore, the Consent Solicitation Statement has not been and will not be mailed to Noteholders who do not presently

have an address in Singapore ("**Foreign Holders**"). Foreign Holders who wish to obtain a copy of the Consent Solicitation Statement should provide in writing such address in Singapore to Deutsche Bank AG, Singapore Branch, as Singapore paying agent for the Notes, not later than five days before the Early Consent Fee Deadline (as defined in the Consent Solicitation Statement).

In addition, Noteholders may collect copies of the Consent Solicitation Statement from the office of Deutsche Bank AG, Singapore Branch, as Singapore paying agent for the Programme, at One Raffles Quay #13-00 South Tower (Central Mail Room) Singapore 048583.

Questions and requests for further information and assistance in relation to the Consent Solicitation or this Consent Solicitation Statement may be directed to DBS Bank Ltd. as solicitation agent, during normal office hours. Questions or requests for assistance in connection with the submission or delivery of voting instructions and/or voting instruction forms may be directed to Deutsche Bank AG, Singapore Branch, in its capacity as Singapore paying agent, during normal office hours.

BY ORDER OF THE BOARD

Yau Wing Yiu
Director

6 November 2014

NOTE: This announcement does not constitute an invitation to participate in the Consent Solicitation. No offer or invitation to issue or redeem any securities is being made pursuant to this release. This announcement must be read in conjunction with the Consent Solicitation Statement. This announcement does not constitute or form part of, and should not be construed as, an offer for sale or subscription of, or a solicitation of any offer to buy or subscribe for, any securities of the Company or any other entity.