

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness, and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information only and is not an offer to sell or the solicitation of an offer to buy securities and neither this announcement nor anything herein forms the basis for any contract or commitment whatsoever. This announcement is not an offer of securities for sale in the United States. Neither this announcement nor any copy hereof may be taken into or distributed in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an exemption from registration. The Company does not intend to register any of the securities in the United States.



361 Degrees International Limited

361度國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1361)

RESULTS OF TENDER OFFER FOR REPURCHASE OF CONVERTIBLE BONDS

This announcement is made pursuant to the Inside Information Provisions (as defined in the Listing Rules) under Part XIV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and Rule 13.09 of the Listing Rules.

Reference is made to the announcement of the Company dated 20 October 2014 in relation to the commencement of the Tender Offer (the “**Commencement Announcement**”). Capitalised terms used in herein shall have the same meanings as those defined in the Commencement Announcement unless otherwise stated.

The Company wishes to announce the results of the Tender Offer to repurchase its outstanding US\$150,000,000 4.5% Convertible Bonds due 2017 (ISIN: XS0758843626) for cash, which commenced on 20 October 2014.

RESULTS

The Tender Offer expired at 5:00 p.m. (Central European summer time)/11:00 p.m. (Hong Kong time) on 24 October 2014 (the “**Expiration Deadline**”).

The Company announces that, as at the Expiration Deadline, US\$86,200,000 principal amount of the Convertible Bonds, representing approximately 88.32% of the US\$97,600,000 total aggregate principal amount of the Convertible Bonds outstanding as at such date, had been validly tendered and not been withdrawn. All of the Convertible Bonds validly tendered have been accepted for repurchase by the Company.

Following settlement of the Tender Offer, the principal amount of Convertible Bonds outstanding will become US\$11,400,000.

The consideration (the “**Tender Consideration**”) payable in respect of each US\$100,000 principal amount of Convertible Bonds validly submitted for tender and accepted for repurchase by the Company is US\$102,850, which is equal to a purchase price of US\$102,500 for each US\$100,000 principal amount of Convertible Bonds tendered plus accrued interest of US\$350 in respect of each US\$100,000 principal amount of Convertible Bonds. The Tender Offer Consideration shall be payable and settled in U.S. dollars.

The aggregate amount of Tender Consideration payable by the Company for the repurchase of the Convertible Bonds tendered is US\$88,656,700. The Tender Offer is expected to settle on 31 October 2014.

Merrill Lynch International acted as the sole dealer manager and Deutsche Bank AG, Hong Kong Branch acted as the tender and tabulation agent to the Tender Offer.

By order of the Board
361 Degrees International Limited
Ding Huihuang
Chairman

Hong Kong, 27 October 2014

As at the date of this announcement, the Directors are:

Executive Directors: Mr. Ding Wuhao, Mr. Ding Huihuang (Chairman), Mr. Ding Huirong and Mr. Wang Jiabi

Independent non-executive Directors: Mr. Yan Man Sing Frankie, Mr. Tsui Yung Kwok and Dr. Liao Jianwen