
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular, you should consult your licensed securities dealers or registered Institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares of Hidili Industry International Development Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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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)

- (1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES AND BUY BACK SHARES BY THE COMPANY;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) RATIFICATIONS AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held at 2401-2, 24th Floor, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 30 June 2017 at 10:30 a.m. is set out on pages 14 to 18 of this circular. A form of proxy for use at the annual general meeting is also enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.exnews.hk.

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

“AGM”	the annual general meeting of the Company to be held at 2401-2, 24th Floor, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 30 June 2017 at 10:30 a.m. or any adjournment thereof
“AGM Notice”	notice convening the AGM as set out on pages 14 to 18 of this circular
“Articles”	the articles of association of the Company
“associate(s)”	has the same meaning as ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Company”	Hidili Industry International Development Limited 恒鼎實業國際發展有限公司, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“General Mandates”	the Share Issue Mandate and the Share Buy Back Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	26 May 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the AGM Notice
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	the share(s) of HK\$0.10 each in the capital of the Company (or of such nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)
“Shareholder(s)”	the holder(s) of the Share(s)
“Share Buy Back Mandate”	the proposed general mandate to be granted to the Directors to permit the buy back of Shares of up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate
“Share Issue Mandate”	the proposed general mandate to be granted to the Directors to allot, issue or otherwise deal with Shares with an aggregate nominal value not exceeding 20% of the share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial shareholder”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers, as amended from time to time
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Xian Yang (*Chairman*)

Mr. Sun Jiankun

Mr. Zhuang Xianwei

Independent non-executive Directors:

Mr. Sung Wing Sum

Mr. Huang Rongsheng

Ms. Xu Manzhen

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Head office:

16th Floor, Dingli Mansion

No. 185 Renmin Road

Panzhihua

Sichuan 617000

The PRC

1 June 2017

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES AND BUY BACK SHARES BY THE COMPANY;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) RATIFICATIONS AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in relation to the resolutions to be proposed at the AGM in respect of the Share Issue Mandate, the Share Buy Back Mandate, the proposed re-election of the retiring Directors and the ratifications.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE SHARES

At the AGM, Ordinary Resolution No. 10 will be proposed for the Shareholders to consider and, if thought fit, approve a general mandate to the Directors to exercise the power of the Company to allot, issue and deal with Shares during the period as set out in Ordinary Resolution No. 10 up to 20% of the issued share capital of the Company as at the date of passing Ordinary Resolution No. 10. In addition, Ordinary Resolution No. 12 will also be proposed for the Shareholders to consider and, if thought fit, approve the extension of the Share Issue Mandate by adding to the aggregate number of Shares which are allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Share Issue Mandate, the number of Shares bought back under the Share Buy Back Mandate, if granted.

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,045,598,399 fully paid up Shares. Assuming that there is no change in the issued share capital of the Company between the Latest Practicable Date and the date of passing the resolution approving the Share Issue Mandate, the maximum number of Shares which may be allotted and issued pursuant to the Share Issue Mandate on the date of passing the resolution approving the Share Issue Mandate will be 409,119,679 Shares.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in Ordinary Resolutions Nos. 10 and 12 as referred to in the AGM Notice. These mandates will expire upon the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, or any applicable laws to be held; and
- (c) the date on which the authority given under Ordinary Resolutions Nos. 10 and 12 respectively as referred to in the AGM Notice is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

3. GENERAL MANDATE TO BUY BACK SHARES

At the AGM, Ordinary Resolution No. 11 will be proposed for the Shareholders to consider and, if thought fit, approve a general mandate to the Directors to exercise the power of the Company to buy back Shares during the period as set out in Ordinary Resolution No. 11 up to 10% of the issued share capital of the Company as at the date of passing Ordinary Resolution No. 11. The Shares which may be bought back pursuant to the Share Buy Back Mandate is up to 10% of the issued share capital of the Company on the date of passing the resolution approving the Share Buy Back Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,045,598,399 fully paid up Shares. Assuming that there is no change in the issued share capital of the Company between the Latest Practicable Date and the date of passing the resolution approving the Share Buy Back Mandate, the maximum number of Shares which may be bought back pursuant to the Share Buy Back Mandate on the date of passing the resolution approving the Share Buy Back Mandate will be 204,559,839 Shares.

LETTER FROM THE BOARD

An explanatory statement as required under Rule 10.06(1) of the Listing Rules, giving certain information regarding the Share Buy Back Mandate, is set out in Appendix I to this circular. The Share Buy Back Mandate will expire upon the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, or any applicable laws to be held; and
- (c) the date on which the authority given under Ordinary Resolution No. 11 as referred to in the AGM Notice is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

4. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Articles 87(1) and 87(2) of the Articles, Mr. Xian Yang and Mr. Huang Rongsheng shall retire by rotation, and being eligible, offered themselves for re-election at the AGM.

In accordance with Article 86(3) of the Articles, Mr. Zhuang Xianwei, Mr. Sung Wing Sum and Ms. Xu Manzhen appointed to fill casual vacancy will hold office until the first general meeting of Members and being eligible, offers themselves for re-election at the AGM.

Details of the above named Directors who are subject to re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

5. RATIFICATIONS

As a result of the suspension of trading of the shares of the Company on the Stock Exchange during the period from 1 April 2016 to 28 February 2017, the 2015 annual general meeting of the Company was not held in accordance with Article 56 of the Articles and the Listing Rules. As a result, among other things, the audited consolidated financial statements and reports of the directors and auditors of the Company for the year ended 31 December 2015 were not laid before the Shareholders, the Directors were unable to offer themselves for re-election and auditors of the Company were unable to be appointed in accordance with Articles 86, 87 and 155 of the Articles. At the AGM, an ordinary resolution will be proposed to consider, confirm and ratify the failure to hold the 2015 annual general meeting in accordance with the Articles and the Listing Rules (and non-compliances resulted therefrom) and to effect the matters required by the Articles at such annual general meeting (including but not limited to the rotation of the Directors and the appointment of auditors).

6. AGM

Set out on pages 14 to 18 of this circular is the AGM Notice convening the AGM at which, among other things, resolutions will be proposed to approve the Share Issue Mandate, the Share Buy Back Mandate, the re-election of retiring Directors who are due to retire and the ratifications at the AGM.

LETTER FROM THE BOARD

7. PROXY ARRANGEMENT

A form of proxy for use at the AGM is enclosed with this circular. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

8. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, the ordinary resolutions proposed at the AGM will be taken by poll. The results of the poll will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.hidili.com.cn) after the AGM.

9. RECOMMENDATION

The Directors believe that the grant of the Share Issue Mandate, the Share Buy Back Mandate, the re-election of the retiring Directors and the ratifications are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM.

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

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide all the information in relation to the Share Buy Back Mandate for your consideration.

1. LISTING RULES RELATING TO THE BUY BACK OF SHARES

The Listing Rules permit companies with a primary listing on the Main Board of the Stock Exchange to buy back their securities subject to certain restrictions.

2. SHAREHOLDERS' APPROVAL

All proposed buy back of securities on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by a specific approval of a particular transaction.

3. THE BUY BACK PROPOSAL

The resolution set out in Ordinary Resolution No. 11 as referred to in the AGM Notice relates to the granting of a general and unconditional mandate to the Directors to buy back, on the Stock Exchange or another stock exchange on which the shares of the Company may be listed and recognised by The Securities and Futures Commission and the Stock Exchange, Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, there were 2,045,598,399 Shares in issue and they were all fully paid up. Subject to the passing of the resolution granting the Share Buy Back Mandate and on the basis that no further Shares are issued or bought back before the AGM, the Company will be allowed to buy back a maximum of 204,559,839 Shares during the period commencing on the date of the passing of the resolution granting the Share Buy Back Mandate and ending (i) on the earliest of the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles to be held; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

4. REASONS FOR BUY BACK

Although the Directors have no present intention of buying back the Shares, they believe that it is in the interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to enable the Company to buy back Shares on the market. Such buy back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or its earnings per Share and will only be made when the Directors believe that such buy back will benefit the Company and the Shareholders as a whole.

5. FUNDING OF BUY BACK

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association of the Company and the Articles and the applicable laws and regulations of the Cayman Islands.

It is presently proposed that any buy back of the Shares would be made out of profits of the Company or the proceeds of a fresh issue made for the buy back or out of capital provided that on the day immediately following the date of buy back the Company is able to pay its debts as they fall due in the ordinary course of business.

As compared with the financial position of the Company as at 31 December 2016 (being the date of its latest published audited accounts), the Directors consider that there may be material adverse impact on the working capital or gearing position of the Company if the Share Buy Back Mandate is exercised in full during the proposed buy back period. However, the Directors do not intend to exercise the Share Buy Back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing position of the Company.

6. SHARE PRICES

During each of the previous twelve months preceding the Latest Practicable Date, the highest and lowest prices at which the Shares have been traded on the Stock Exchange were as follows:

Month	Price Per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2016		
May	—	—
June	—	—
July	—	—
August	—	—
September	—	—
October	—	—
November	—	—
December	—	—
2017		
January	—	—
February	—	—
March	0.75	0.24
April	0.43	0.32
May (up to the Latest Practicable Date)	0.435	0.22

Remarks: Trading in the Company's shares on the Stock Exchange was suspended from 1 April 2016 to 28 February 2017

7. GENERAL INFORMATION AND UNDERTAKINGS

None of the Directors nor, to the best of their knowledge having made all reasonable enquires, any of their close associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company or any of its subsidiaries, if the Share Buy Back Mandate is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Share Buy Back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will exercise the Share Buy Back Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the memorandum of association of the Company and the Articles.

8. TAKEOVERS CODE

If as a result of a buy back of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code.

Accordingly, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Sanlian Investment Holding Limited, the entire issued share capital of which is owned by Xian Yang No.1A Ltd. and Sanlian No.1 Ltd., in which Mr. Xian Yang (the Chairman of the Company) is the ultimate controlling shareholder, was interested in 1,100,674,000 shares (representing about 53.81% of the issued share capital of the Company). If the Share Buy Back Mandate is exercised in full, the shareholding of Sanlian Investment Holding Limited will be increased to about 59.79%.

Based on the above, an exercise of the Share Buy Back Mandate in full in accordance with the terms of Ordinary Resolution No. 11 as referred to in the AGM Notice to be proposed at the AGM will not give rise to an obligation to make a mandatory offer under Rule 26 and 32 of the Takeovers Code.

The Directors have no intention to exercise the Share Buy Back Mandate to an extent as would result in an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. Save as the above, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any buy back of Shares pursuant to the Share Buy Back Mandate.

9. SHARES BOUGHT BACK BY THE COMPANY

No buy back of Shares have been made by the Company in the previous six months, whether on the Stock Exchange or otherwise.

The details of the Directors who will retire from office by rotation at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

EXECUTIVE DIRECTOR**Mr. XIAN Yang (鮮揚)**

Mr. Xian, aged 43, is an Executive Director of the Company, Chairman of the Board and founder of the Company. Mr. Xian graduated from The People's Police School of Sichuan (四川省人民警察學校) in 1994, studied law at Southwest University of Political Science and Law (西南政法大學) from 1994 to 1997 and did MBA courses at Sichuan University (四川大學) in 2005 to 2008 and was graduated with Master Degree. He worked in the police force and Customs Bureau of Panzhihua City prior to establishing our Group in May 2000. He was awarded a Grade Three Achievement (三等功) by the Ministry of Public Security for his distinguished service. He chairs our Group's investment management committee and production safety committee. Mr. Xian is also Director of Sanlian Investment Holding Limited, a company which holds approximately 53.81% of the issued share capital of the Company.

Mr. Xian is also a director of Sanlian Investment Holding Limited, a company which held approximately 53.81% of the issued share capital of the Company as at the Latest Practicable Date. Save as disclosed above, Mr. Xian did not have any interest in the Shares or underlying shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Xian has entered into a service contract with the Company on 1 September 2016 for a term of three years. His appointment is subject to normal retirement and re-election at the annual general meeting by the Shareholders pursuant to the Articles. His emolument will be determined with reference to the director's responsibilities and the Company's operations as well as remuneration benchmark in the industry and prevailing market conditions.

Mr. Xian does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders.

Mr. Xian holds no directorships in any public listed companies in the past three years.

There are no other matters concerning Mr. Xian that need to be brought to the attention of the Shareholders and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) (h) to (v) of the Listing Rules.

Mr. ZHUANG Xianwei (莊顯偉)

Mr. Zhuang, aged 46, is our Executive Director and the General Manager of Coal Mines of the Company and is responsible for the operation of the Company's coal mines. He is also president of the Company's subsidiary, 恒鼎實業(中國)集團有限公司 (Hidili Industry (China) Group Limited*) and chairman of two of the Company's subsidiaries, namely 雲南東源恒鼎煤業有限公司 (Yunnan Dongyuan Hidili Coal Industry Company Limited*) and 六盤水恒鼎實業有限公司 (Liupanshui Hidili Industry Company Limited*). Mr. Zhuang is a mining engineer. Prior to joining the Company in March 2002, Mr. Zhuang worked for the production technology division at Panzhihua Coal Group for over 10 years with extensive experience in management of coal mines.

Mr. Zhuang has 500,000 shares of the Company and options to subscribe for 4,209,000 shares of the Company as at the Latest Practicable Date. Save as disclosed above, Mr. Zhuang did not have any interest in the Shares or underlying shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Zhuang has entered into a service contract with the Company on 13 December 2015 for a term of three years. His appointment is subject to normal retirement and re-election at the annual general meeting by the Shareholders pursuant to the Articles. His emolument will be determined with reference to the director's responsibilities and the Company's operations as well as remuneration benchmark in the industry and prevailing market conditions.

Mr. Zhuang does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders.

Mr. Zhuang holds no directorships in any public listed companies in the past three years.

There are no other matters concerning Mr. Zhuang that need to be brought to the attention of the Shareholders and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) (h) to (v) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTOR**Mr. HUANG Rongsheng (黃容生)**

Mr. Huang, aged 70, is an independent non-executive Director. He joined our Board since June 2007. He graduated from Tsinghua University in 1970. He has over 30 years' experience in the steel industry. Prior to his retirement in December 2006, he served as the vice general manager and the vice president of Panzhihua Steel (Group) Company from 1993 to 2003. Then, he worked at Central Iron & Steel Research Institute (鋼鐵研究總院) as secretary of the Party committee and vice president from 2003 to 2006.

Mr. Huang has entered into an appointment letter with the Company on 1 September 2016 for a term of two years. His appointment is subject to normal retirement and re-election at the annual general meeting by the Shareholders pursuant to the Articles. He is entitled to an annual emolument of RMB200,000 per annum being determined with reference to his duties and responsibilities with the Company.

Mr. Huang does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders. Mr. Huang did not have any interest in the Shares or underlying shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Huang holds no directorships in any public listed companies in the past three years.

There are no other matters concerning Mr. Huang that need to be brought to the attention of the Shareholders and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) (h) to (v) of the Listing Rules.

Mr. SUNG Wing Sum (宋泳森)

Mr. Sung, aged 58, is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Mr. Sung is also an associate of the Institute of Chartered Secretaries and Administrators, the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Accountants in England and Wales. Mr. Sung holds an executive master of business administration from the West Coast Institute of Management and Technology of Australia. Mr. Sung has over 30 years of experience in accounting, auditing and financial management in Hong Kong and the PRC. Mr. Sung is currently an independent non-executive Director of FU JI Food and Catering Services Holdings Limited, a company listed on the Main Board of the Stock Exchange. From August 2002 to October 2003, Mr. Sung worked as the qualified accountant and company secretary for Tungda Innovative Lighting Holdings Limited, a company listed on the Growth Enterprise Market of the Stock Exchange and was subsequently delisted in 2013.

Mr. Sung has entered into an appointment letter with the Company on 14 March 2016 for a term of two years. His appointment is subject to normal retirement and re-election at the annual general meeting by the Shareholders pursuant to the Articles. He is entitled to an annual emolument of RMB200,000 per annum being determined with reference to his duties and responsibilities with the Company.

Mr. Sung does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders. Mr. Sung did not have any interest in the Shares or underlying shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Sung holds no directorships in any public listed companies in the past three years.

There are no other matters concerning Mr. Sung that need to be brought to the attention of the Shareholders and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) (h) to (v) of the Listing Rules.

Ms. XU Manzhen (徐曼珍)

Ms. Xu, aged 51, is graduated from Auhui University of Law. Ms. Xu is the Director of 四川道合律師事務所 (Sichuan Daohe Law Firm*) since 2001. Before joining Sichuan Daohe Law Firm, Ms. Xu worked as deputy Director of Audit division of 四川攀枝花鋼鐵集團公司 (Sichuan Panzhihua Steel Group Limited*). Ms. Xu was a deputy of Panzhihua City to the National People's Congress of PRC.

Ms. Xu has entered into an appointment letter with the Company on 13 December 2015 for a term of two years. Her appointment is subject to normal retirement and re-election at the annual general meeting by the Shareholders pursuant to the Articles. She is entitled to an annual emolument of RMB200,000 per annum being determined with reference to her duties and responsibilities with the Company.

Ms. Xu dose not have any relationship with any other Directors, senior management or substantial or controlling Shareholders. Ms. Xu did not have any interest in the Shares or underlying shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Ms. Xu holds no directorships in any public listed companies in the past three years.

There are no other matters concerning Ms. Xu that need to be brought to the attention of the Shareholders and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) (h) to (v) of the Listing Rules.

NOTICE OF AGM

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Hidili Industry International Development Limited (the “**Company**”) will be held at 2401-2, 24th Floor, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 30 June 2017, at 10:30 a.m. to transact the following ordinary business:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company and the auditors of the Company for the year ended 31 December 2015;
2. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company and the auditors of the Company for the year ended 31 December 2016;
3. To re-elect Mr. Xian Yang as an executive director;
4. To re-elect Mr. Zhuang Xianwei as an executive director;
5. To re-elect Mr. Huang Rongsheng as an independent non-executive director;
6. To re-elect Mr. Sung Wing Sum as an independent non-executive director;
7. To re-elect Ms. Xu Manzhen as an independent non-executive director;
8. To authorise the board of directors to fix the remuneration of the directors of the Company;
9. To re-appoint Zhonghui Anda CPA Limited as the auditors of the Company and to authorise the board of directors to fix their remuneration; and

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As special business, to consider and, if thought fit, passing the following resolutions, with or without amendments, as ordinary resolutions:

10. **“THAT:**

- a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the share capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as defined below) to make or grant offers, agreements and/or options which may require the exercise of such powers after the end of the Relevant Period (as defined below);
- c) the aggregate nominal amount of share capital of the Company allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period (as defined below) pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the grant or exercise of any option under the share option scheme of the Company or any other option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

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- d) for the purpose of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
- i. the conclusion of the next annual general meeting of the Company;
 - ii. the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; or
 - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issues**” means an offer of shares in the capital of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares in the capital of the Company whose name appear on the register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

11. “**THAT:**

- a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (“**Securities and Futures Commission**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- b) the aggregate nominal amount of shares of the Company authorised to be bought back by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined below) shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

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- c) for the purpose of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
- i. the conclusion of the next annual general meeting of the Company;
 - ii. the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; or
 - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
12. “**THAT** conditional upon Ordinary Resolutions No. 10 and 11 set out in the notice convening this meeting being passed, the unconditional general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue or otherwise deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to Ordinary Resolution No. 10 set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company bought back by the Company under the authority granted pursuant to Ordinary Resolution No. 11 set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of the said resolution.”

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

Hong Kong
1 June 2017

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Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. The register of members of the Company will be closed from Monday, 26 June 2017 to Friday, 30 June 2017 (both days inclusive), during which period no transfer of shares in the Company will be registered. In order to be entitled to attend and vote for annual general meeting, all transfers, accompanied by the relevant share certificates, have to be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 23 June 2017.
4. An explanatory statement containing further information concerning Ordinary Resolution No. 11 is set out in Appendix I to the circular of the Company dated 1 June 2017. Information of the retiring directors of the Company who are proposed to be re-elected at the annual general meeting is set out in Appendix II to the circular of the Company dated 1 June 2017.
5. As at the date hereof, the board of directors of the Company comprises Mr. Xian Yang (Chairman), Mr. Sun Jiankun and Mr. Zhuang Xianwei as the executive directors and Mr. Sung Wing Sum, Mr. Huang Rongsheng and Ms. Xu Manzhen as the independent non-executive directors.