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**Hilong Holding Limited**

**海隆控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1623)**

## **PROPOSED ISSUE OF SENIOR NOTES**

The Company proposes to conduct an international offering of the Notes to persons outside the United States in reliance on Regulation S under the U.S. Securities Act. The Notes will be guaranteed by the Subsidiary Guarantors.

Pricing of the Notes will be determined through a book building exercise to be coordinated by Deutsche Bank and HSBC as the Joint Global Coordinators, the Joint Lead Managers and the Joint Bookrunners. As at the date of this announcement, the principal amount, the interest and other terms and conditions of the Proposed Notes Issue are yet to be determined. Upon finalisation of the terms of the Proposed Notes Issue, the Company, the Subsidiary Guarantors, Deutsche Bank and HSBC are expected to enter into a purchase agreement and other ancillary documents in relation to the Proposed Notes Issue.

\* For identification purposes only

The Company currently intends to use the net proceeds to repay bank borrowings, expand the capacities of the coating materials and services segment and the oilfield services segment and for general corporate purposes of the Group.

The Company will seek a listing of the Notes on the Stock Exchange. A confirmation of eligibility for listing of the Notes has been received from the Stock Exchange. A listing of the Notes on the Stock Exchange is not to be taken as an indication of the merits of the Company, the Subsidiary Guarantors, the Notes or the Subsidiary Guarantees.

**As no binding agreement in relation to the Proposed Notes Issue has been entered into as at the date of this announcement, the Proposed Notes Issue may or may not materialise. Completion of the Proposed Notes Issue is subject to a number of conditions, including but not limited to global market conditions and investor interest. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company.**

Further announcement(s) in respect of the Proposed Notes Issue will be made by the Company as and when appropriate.

## **THE PROPOSED NOTES ISSUE**

### **Introduction**

The Company proposes to conduct an international offering of the Notes to persons outside the United States in reliance on Regulation S under the U.S. Securities Act. The Notes will be guaranteed by the Subsidiary Guarantors.

Completion of the Proposed Notes Issue is subject to, among others, global market conditions and investor interest. Pricing of the Notes will be determined through a book building exercise to be coordinated by Deutsche Bank and HSBC as the Joint Global Coordinators, the Joint Lead Managers and the Joint Bookrunners. As at the date of this announcement, the principal amount, the interest and other terms and conditions of the Proposed Notes Issue are yet to be determined. Upon finalisation of the terms of the Proposed Notes Issue, the Company, the Subsidiary Guarantors, Deutsche Bank and HSBC are expected to enter into a purchase agreement and other ancillary documents in relation to the Proposed Notes Issue.

The Notes and the Subsidiary Guarantees have not been, and will not be, registered under the Securities Act. The Notes are being offered only outside the United States in reliance on Regulation S under the Securities Act. None of the Notes will be offered to the public in Hong Kong.

### **Proposed Use of Proceeds**

The Company intends to use the net proceeds to repay bank borrowings, expand the capacities of the coating materials and services segment and the oilfield services segment and for general corporate purposes of the Group. The Company may adjust its development plans in response to changing market conditions and, thus, reallocate the use of the proceeds. Pending application of the net proceeds, the Company intends to invest such net proceeds in temporary cash investments.

## Listing

The Company will seek listing of the Notes on the Stock Exchange. A confirmation of eligibility for listing of the Notes has been received from the Stock Exchange. A listing of the Notes on the Stock Exchange is not to be taken as an indication of the merits of the Company, the Subsidiary Guarantors, the Notes or the Subsidiary Guarantees.

## General

**As no binding agreement in relation to the Proposed Notes Issue has been entered into as at the date of this announcement, the Proposed Notes Issue may or may not materialise. Completion of the Proposed Notes Issue is subject to a number of conditions, including but not limited to global market conditions and investor interest. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company.**

Further announcement(s) in respect of the Proposed Notes Issue will be made by the Company as and when appropriate.

## DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Company”	Hilong Holding Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the main board of the Stock Exchange
“Deutsche Bank”	Deutsche Bank AG, Singapore Branch
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HSBC”	The Hongkong and Shanghai Banking Corporation Limited
“Joint Bookrunners”, “Joint Global Coordinators” or “Joint Lead Managers”	Deutsche Bank and HSBC, the joint bookrunners, the joint global coordinators or the joint lead managers in respect of the offer and sale of the Notes
“Notes”	the US\$ denominated senior notes proposed to be issued by the Company and guaranteed by the Subsidiary Guarantors

“Proposed Notes Issue”	the proposed issue of the Notes as described in this announcement
“Securities Act”	the United States Securities Act of 1933, as amended
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary Guarantees”	the guarantees provided by the Subsidiary Guarantors in respect of the Proposed Notes Issue
“Subsidiary Guarantors”	the subsidiaries of the Company which guarantee the Notes
“United States”	the United States of America
“US\$”	United States dollars, the lawful currency of the United States

For and on behalf of the Board of Directors  
**Hilong Holding Limited**  
**ZHANG Jun**  
*Chairman*

Hong Kong, 4 June 2013

*As at the date of this announcement, the executive directors of the Company are Mr. ZHANG Jun, Mr. WANG Tao (汪濤) and Mr. JI Min; the non-executive directors are Ms. ZHANG Shuman, Mr. YUAN Pengbin and Mr. LI Huaiqi; and the independent non-executive directors are Mr. WANG Tao (王濤), Mr. LIU Qihua, Mr. LEE Siang Chin and Mr. LIU Haisheng.*