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HENGDELI HOLDINGS LIMITED

亨得利控股有限公司

(formerly known as “Xinyu Hengdeli Holdings Limited 新宇亨得利控股有限公司”)

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 3389)

GENERAL DISCLOSURE UNDER LISTING RULE 13.09(1)

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| The Company announces the final allocation results of the Invitation to Tender. |
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Reference is made to the announcement of Hengdeli Holdings Limited (the “**Company**”) dated 17 December 2009 in relation to the commencement of the invitation to tender (the “**Invitation to Tender**”) for repurchase of certain of its outstanding RMB1,150,000,000 USD Settled Zero Coupon Convertible Bonds due 2012 (ISIN: XS0313803321, Common Code: 031380332) (the “**Bonds**”) in accordance with the terms and conditions contained in the tender offer memorandum dated 16 December 2009 (as amended and supplemented from time to time) in relation to the Bonds (the “**Tender Offer Memorandum**”). As at the date hereof, the aggregate principal amount of outstanding Bonds is RMB437,000,000.

Terms used herein shall, unless the context otherwise requires, have the meanings ascribed to them in the Tender Offer Memorandum.

The purchase price for each RMB1,000,000 principal amount of the Tendered Bonds is RMB1,050,000 (“**Gross Repurchase Amount**”).

Following the close of the Tender Period and based on a reconciliation of Tender Applications validly received by the Tender Agent and Tender Confirmations validly received by the relevant Clearing Systems, the Company wishes to announce the following in respect of the Invitation to Tender:

- (i) the Final Aggregate Repurchase Amount (being the aggregate principal amount of the Bonds accepted by the Company for repurchase on the Settlement Date) is RMB250,000,000;
- (ii) the aggregate cash amount payable by the Company based on the Final Aggregate Repurchase Amount is RMB262,500,000; and
- (iii) the aggregate principal amount of the Bonds remaining outstanding following completion of the Invitation to Tender will be RMB187,000,000.

The Settlement Date for the Invitation to Tender is scheduled to occur on 30 December 2009.

By Order of the Board
Hengdeli Holdings Limited
Zhang Yuping
Chairman

Hong Kong, 23 December 2009

As at the date of this announcement, the executive Directors are Mr. Zhang Yuping (Chairman), Mr. Song Jianwen, and Mr. Huang Yonghua, the non-executive Directors are Mr. Chen Sheng, Mr. Shen Zhiyuan and Mr. Shi Zhongyang, and the independent non-executive Directors are Mr. Cai Jianmin, Mr. Wong Kam Fai, William and Mr. Liu Xueling.