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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 the Cayman Islands with limited liability)

(Stock Code: 3389)

GENERAL DISCLOSURE UNDER LISTING RULE 13.09(1)

The Company announces that settlement of the Invitation to Tender for repurchase of Bonds has taken place and that the Bonds repurchased pursuant to the Invitation to Tender have been cancelled.

References are 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**”) and the announcement of the Company dated 23 December 2009 announcing the final allocation results of the Invitation to Tender. Terms used herein shall, unless the context otherwise requires, have the meanings ascribed to them in the Tender Offer Memorandum.

The Company wishes to announce the following in respect of the Invitation to Tender:

- (i) pursuant to the Invitation to Tender, the Company has repurchased Bonds having an aggregate principal amount of RMB250,000,000 (the “**Final Aggregate Repurchase Amount**”). Settlement of the Final Aggregate Repurchase Amount took place on 30 December 2009;
- (ii) the aggregate cash amount paid by the Company based on the Final Aggregate Repurchase Amount on the Settlement Date is RMB262,500,000;

- (iii) following the settlement of the Final Aggregate Repurchase Amount, the Company has cancelled the repurchased Bonds. Cancellation of the repurchased Bonds took place on 31 December 2009; and
- (iv) the aggregate principal amount of Bonds remaining outstanding following completion of the Invitation to Tender and the cancellation of the repurchased Bonds is RMB187,000,000.

By Order of the Board
Hengdeli Holdings Limited
Zhang Yuping
Chairman

Hong Kong, 31 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.