



香港交易所

**Monthly Return of Equity Issuer on Movements in Securities****For the month ended (dd/mm/yyyy) :** 31/05/2010

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Hengdeli Holdings LimitedDate Submitted 02/06/2010**I. Movements in Authorised Share Capital****1. Ordinary Shares**(1) Stock code : 3389 Description : \_\_\_\_\_

|                                     | No. of ordinary<br>shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
|-------------------------------------|---------------------------|----------------------------------|-------------------------------------------------|
| Balance at close of preceding month | <u>10,000,000,000</u>     | <u>HKD0.005</u>                  | <u>HKD50,000,000</u>                            |
| Increase/(decrease)                 | <u>0</u>                  |                                  | <u>0</u>                                        |
| Balance at close of the month       | <u>10,000,000,000</u>     | <u>HKD0.005</u>                  | <u>HKD50,000,000</u>                            |

(2) Stock code : \_\_\_\_\_ Description : \_\_\_\_\_

|                                     | No. of ordinary<br>shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
|-------------------------------------|---------------------------|----------------------------------|-------------------------------------------------|
| Balance at close of preceding month | _____                     | _____                            | _____                                           |
| Increase/(decrease)                 | _____                     |                                  | _____                                           |
| Balance at close of the month       | _____                     | _____                            | _____                                           |

## 2. Preference Shares

|                                     |                             |                                            |                                                          |
|-------------------------------------|-----------------------------|--------------------------------------------|----------------------------------------------------------|
| Stock code :                        | _____                       | Description :                              | _____                                                    |
|                                     | No. of preference<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | _____                       | _____                                      | _____                                                    |
| Increase/(decrease)                 | _____                       |                                            | _____                                                    |
| Balance at close of the month       | _____                       | _____                                      | _____                                                    |

## 3. Other Classes of Shares

|                                     |                                   |                                            |                                                          |
|-------------------------------------|-----------------------------------|--------------------------------------------|----------------------------------------------------------|
| Stock code :                        | _____                             | Description :                              | _____                                                    |
|                                     | No. of other<br>classes of shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | _____                             | _____                                      | _____                                                    |
| Increase/(decrease)                 | _____                             |                                            | _____                                                    |
| Balance at close of the month       | _____                             | _____                                      | _____                                                    |

Total authorised share capital at the end of the month  
(*State currency*) :

**HKD50,000,000**

\_\_\_\_\_

## II. Movements in Issued Share Capital

|                                        | No. of ordinary shares |     | No of<br>preference shares | No. of<br>other classes<br>of shares |
|----------------------------------------|------------------------|-----|----------------------------|--------------------------------------|
|                                        | (1)                    | (2) |                            |                                      |
| Balance at close of<br>preceding month | <u>4,069,026,000</u>   |     | <u>0</u>                   | <u>0</u>                             |
| Increase during<br>the month           | <u>0</u>               |     | <u>0</u>                   | <u>0</u>                             |
| Balance at close of the<br>month       | <u>4,069,026,000</u>   |     | <u>0</u>                   | <u>0</u>                             |

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

| Particulars of share<br>option scheme<br>including EGM<br>approval date<br>(dd/mm/yyyy) and<br>class of shares<br>issuable | Movement during the month |           |           |                | No. of new shares of<br>issuer issued during<br>the month pursuant<br>thereto | No. of new shares of<br>issuer which may be<br>issued pursuant thereto<br>as at close of the month |
|----------------------------------------------------------------------------------------------------------------------------|---------------------------|-----------|-----------|----------------|-------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|
|                                                                                                                            | Granted                   | Exercised | Cancelled | Lapsed         |                                                                               |                                                                                                    |
| 1. Share Option<br>Scheme                                                                                                  |                           |           |           |                |                                                                               |                                                                                                    |
| ( 27 / 08 / 2005 )                                                                                                         |                           |           |           |                |                                                                               |                                                                                                    |
| Ordinary<br>shares                                                                                                         | <u>0</u>                  | <u>0</u>  | <u>0</u>  | <u>300,000</u> | <u>0</u>                                                                      | <u>53,370,000</u>                                                                                  |
| (Note 1)                                                                                                                   |                           |           |           |                |                                                                               |                                                                                                    |
| 2.                                                                                                                         |                           |           |           |                |                                                                               |                                                                                                    |
| ( / / )                                                                                                                    |                           |           |           |                |                                                                               |                                                                                                    |
| shares                                                                                                                     |                           |           |           |                |                                                                               |                                                                                                    |
| (Note 1)                                                                                                                   |                           |           |           |                |                                                                               |                                                                                                    |
| 3.                                                                                                                         |                           |           |           |                |                                                                               |                                                                                                    |
| ( / / )                                                                                                                    |                           |           |           |                |                                                                               |                                                                                                    |
| shares                                                                                                                     |                           |           |           |                |                                                                               |                                                                                                    |
| (Note 1)                                                                                                                   |                           |           |           |                |                                                                               |                                                                                                    |
| Total A. (Ordinary shares)                                                                                                 |                           |           |           |                | <u>0</u>                                                                      |                                                                                                    |
| (Preference shares)                                                                                                        |                           |           |           |                | <u>0</u>                                                                      |                                                                                                    |
| (Other class)                                                                                                              |                           |           |           |                | <u>0</u>                                                                      |                                                                                                    |
| Total funds raised during the month from exercise of<br>options (State currency)                                           |                           |           |           | <u>0</u>       |                                                                               |                                                                                                    |

## Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants<br>(Date of expiry - dd/mm/yyyy)                                                                                                                                                                                | Currency of nominal value | Nominal value at close of preceding month | Exercised during the month | Nominal value at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|-------------------------------------------|----------------------------|-------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 1. _____<br>_____<br>_____<br>(    /    /    )<br>Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ (    /    /    ) | _____                     | _____                                     | _____                      | _____                               | _____                                                                | _____                                                                                     |
| 2. _____<br>_____<br>_____<br>(    /    /    )<br>Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ (    /    /    ) | _____                     | _____                                     | _____                      | _____                               | _____                                                                | _____                                                                                     |
| 3. _____<br>_____<br>_____<br>(    /    /    )<br>Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ (    /    /    ) | _____                     | _____                                     | _____                      | _____                               | _____                                                                | _____                                                                                     |
| 4. _____<br>_____<br>_____<br>(    /    /    )<br>Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ (    /    /    ) | _____                     | _____                                     | _____                      | _____                               | _____                                                                | _____                                                                                     |
| <div style="text-align: right;"> Total B.    (Ordinary shares) <u>0</u><br/> (Preference shares) <u>0</u><br/> (Other class) <u>0</u> </div>                                                                                            |                           |                                           |                            |                                     |                                                                      |                                                                                           |

## Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description                          | Currency of amount outstanding | Amount at close of preceding month | Converted during the month   | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|------------------------------------------------|--------------------------------|------------------------------------|------------------------------|------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 1. RMB1,150,000,000 USD                        |                                |                                    |                              |                              |                                                                      |                                                                                           |
| Settled Zero Coupon                            |                                |                                    |                              |                              |                                                                      |                                                                                           |
| Convertible Bonds due 2012                     |                                |                                    |                              |                              |                                                                      |                                                                                           |
| listed on the Singapore                        |                                |                                    |                              |                              |                                                                      |                                                                                           |
| Stock Exchange                                 | RMB                            | 187,000,000                        | 0                            | 187,000,000                  | 0                                                                    | 41,084,429                                                                                |
| Stock code (if listed)                         | ISIN-XS0313803321              |                                    |                              |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )     | Ordinary                       |                                    |                              |                              |                                                                      |                                                                                           |
| Subscription price                             | HKD4.71                        |                                    |                              |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / )                        |                                    |                              |                              |                                                                      |                                                                                           |
| 2.                                             |                                |                                    |                              |                              |                                                                      |                                                                                           |
|                                                |                                |                                    |                              |                              |                                                                      |                                                                                           |
|                                                |                                |                                    |                              |                              |                                                                      |                                                                                           |
|                                                |                                |                                    |                              |                              |                                                                      |                                                                                           |
| Stock code (if listed)                         |                                |                                    |                              |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                              |                              |                                                                      |                                                                                           |
| Subscription price                             |                                |                                    |                              |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / )                        |                                    |                              |                              |                                                                      |                                                                                           |
| 3.                                             |                                |                                    |                              |                              |                                                                      |                                                                                           |
|                                                |                                |                                    |                              |                              |                                                                      |                                                                                           |
|                                                |                                |                                    |                              |                              |                                                                      |                                                                                           |
|                                                |                                |                                    |                              |                              |                                                                      |                                                                                           |
| Stock code (if listed)                         |                                |                                    |                              |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                              |                              |                                                                      |                                                                                           |
| Subscription price                             |                                |                                    |                              |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / )                        |                                    |                              |                              |                                                                      |                                                                                           |
| 4.                                             |                                |                                    |                              |                              |                                                                      |                                                                                           |
|                                                |                                |                                    |                              |                              |                                                                      |                                                                                           |
|                                                |                                |                                    |                              |                              |                                                                      |                                                                                           |
|                                                |                                |                                    |                              |                              |                                                                      |                                                                                           |
| Stock code (if listed)                         |                                |                                    |                              |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                              |                              |                                                                      |                                                                                           |
| Subscription price                             |                                |                                    |                              |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / )                        |                                    |                              |                              |                                                                      |                                                                                           |
|                                                |                                |                                    | Total C. (Ordinary shares) 0 |                              |                                                                      |                                                                                           |
|                                                |                                |                                    | (Preference shares) 0        |                              |                                                                      |                                                                                           |
|                                                |                                |                                    | (Other class) 0              |                              |                                                                      |                                                                                           |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 1. _____<br>_____<br>_____<br>_____ ( / / )<br>_____ shares ( <i>Note 1</i> )                           |                                                                      |                                                                                           |
| 2. _____<br>_____<br>_____<br>_____ ( / / )<br>_____ shares ( <i>Note 1</i> )                           |                                                                      |                                                                                           |
| 3. _____<br>_____<br>_____<br>_____ ( / / )<br>_____ shares ( <i>Note 1</i> )                           |                                                                      |                                                                                           |
| <div>Total D. (Ordinary shares)</div> <div>(Preference shares)</div> <div>(Other class)</div>           | <div>0</div> <div>0</div> <div>0</div>                               |                                                                                           |

## Other Movements in Issued Share Capital

| Type of Issue   |                                 |                                            |                                                                                                | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-----------------|---------------------------------|--------------------------------------------|------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 1. Rights issue | At price : State currency _____ | Class of shares issuable _____<br>(Note 1) | Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____                                                                | _____                                                                                     |
| 2. Open offer   | At price : State currency _____ | Class of shares issuable _____<br>(Note 1) | Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____                                                                | _____                                                                                     |
| 3. Placing      | At price : State currency _____ | Class of shares issuable _____<br>(Note 1) | Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____                                                                | _____                                                                                     |
| 4. Bonus issue  |                                 | Class of shares issuable _____<br>(Note 1) | Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____                                                                | _____                                                                                     |

| Type of Issue           |                           |                                                                                                                                                                                       | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-------------------------|---------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 5. Scrip dividend       | At price : State currency | <div>_____</div> <div>Class of shares issuable _____<br/>(Note 1)</div> <div>Issue and allotment date : (dd/mm/yyyy) ( / / )</div> <div>EGM approval date: (dd/mm/yyyy) ( / / )</div> | _____                                                                | _____                                                                                     |
| 6. Repurchase of shares |                           | <div>Class of shares <u>Ordinary</u><br/>repurchased (Note 1)</div> <div>Cancellation date : (dd/mm/yyyy) ( / / )</div> <div>EGM approval date: (dd/mm/yyyy) ( / / )</div>            | _____                                                                | _____                                                                                     |
| 7. Redemption of shares |                           | <div>Class of shares _____<br/>redeemed (Note 1)</div> <div>Redemption date : (dd/mm/yyyy) ( / / )</div> <div>EGM approval date: (dd/mm/yyyy) ( / / )</div>                           | _____                                                                | _____                                                                                     |
| 8. Consideration issue  | At price : State currency | <div>_____</div> <div>Class of shares issuable _____<br/>(Note 1)</div> <div>Issue and allotment date : (dd/mm/yyyy) ( / / )</div> <div>EGM approval date: (dd/mm/yyyy) ( / / )</div> | _____                                                                | _____                                                                                     |



| Type of Issue                                                                                                                                                                                                          | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 9. Capital reorganisation<br><br>Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / )                                       | _____                                                                | _____                                                                                     |
| 10. Other (Please specify)      At price : State currency _____<br><br>Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____                                                                | _____                                                                                     |
| Total E. (Ordinary shares) 0<br>(Preference shares) 0<br>(Other class) 0                                                                                                                                               |                                                                      |                                                                                           |

|                                                                                                                         |           |
|-------------------------------------------------------------------------------------------------------------------------|-----------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                                 | (1) 0     |
|                                                                                                                         | (2) _____ |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):                               | 0         |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):                         | 0         |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> |           |

Remarks (if any):

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Submitted by: Peter Ng Man Wai

Title: Secretary  
(Director, Secretary or other duly authorised officer)

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*Notes :*

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*