

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



**HENGDELI HOLDINGS LIMITED**

**亨得利控股有限公司**

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

*(Stock Code: 3389)*

**OVERSEAS REGULATORY ANNOUNCEMENT**

*This overseas regulatory announcement is issued pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.*

Please refer to the attached announcement on the next page.

By Order of the Board  
**HENGDELI HOLDINGS LIMITED**  
**Zhang Yuping**  
*Chairman*

26 August 2010, Hong Kong

*As at the date hereof, the Executive Director and Chairman of the Company is Mr. Zhang Yuping, the Executive Directors are Mr. Song Jianwen and Mr. Huang Yonghua, the Non-executive Directors are Mr. Chen Sheng, Mr. Shen Zhiyuan and Mr. Shi Zhongyang, the Independent Non-executive Directors are Mr. Cai Jianmin, Mr. Wong Kam Fai William and Mr. Liu Xueling.*

# **HENGDELI HOLDINGS LIMITED**

(formerly known as “Xinyu Hengdeli Holdings Limited”)  
(Incorporated in the Cayman Islands with limited liability)  
(the “Company”)

## **RMB1,150,000,000 USD SETTLED ZERO COUPON CONVERTIBLE BONDS DUE 2012 (“BONDS”) RESET OF CONVERSION PRICE AND REDEMPTION AT THE OPTION OF BONDHOLDERS**

Reference is made to the announcement of the Company dated 11 September 2009 on the adjustment of Conversion Price. All the terms and conditions used in this announcement and not otherwise defined herein shall have the meanings assigned to them in the terms and conditions of the Bonds (the “Conditions”).

### **Reset of Conversion Price**

In accordance with the Conditions, if the arithmetic average of the daily Volume Weighted Average Price of each Share on each of the 30 consecutive Trading Days ending on the fifth Trading Day prior to the reset date (the “Reset Reference Share Price”) on 24 August 2010 (the “Reset Date”) is less than the Conversion Price in effect on the Reset Date, the Conversion Price shall be reset on the Reset Date so that it is equal to the higher of (i) the Reset Reference Share Price and (ii) 80 per cent. of the prevailing Conversion Price.

The Reset Reference Share Price is HK\$3.58 and less than the Conversion Price of HK\$4.71. Accordingly, pursuant to the Conditions, the prevailing Conversion Price has been adjusted downwards from HK\$4.71 per Share to HK\$3.76 per Share (the “Adjusted Conversion Price”) with effect from the Reset Date.

Following the adjustment and subject to the Conditions of the Bonds, the maximum number of Shares to be issued by the Company upon full conversion of the remaining Bonds based on the adjusted Conversion Price of HK\$3.76 shall not be more than the number of Shares permissible to be issued under the General Mandate.

### **Redemption at the Option of Bondholders**

In accordance with the Conditions, on 24 August 2010 (the “Put Option Date”), the holder of each Bond would have the right at such holder’s option, to require the Company to redeem all or some only of the Bonds of such holder on the Put Option Date at the U.S Dollar Equivalent of their Renminbi principal amount multiplied by 106.4677 per cent. The Company has, at the option of any of the Bondholders, redeemed the Bondholders’ Bonds in the aggregate principal amount of RMB100,000,000 on 24 August 2010. After the redemption Bonds with a principal amount of RMB87,000,000 are outstanding.

By Order of the Board  
**Mr. Zhang Yuping**  
*Chairman*

Submitted to the Singapore Exchange Securities Trading Limited on 26 August 2010.