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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

2 September 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 (THE “COMPANY”)

(formerly known as “Xinyu Hengdeli Holdings Limited”)
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 3389)

RMB1,150,000,000 USD Settled Zero Coupon Convertible Bonds due 2012 (“Bonds”) Adjustment to 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”).

The Board of Directors of the Company wishes to announce that the Conversion Price of the Bonds has been readjusted from HK\$3.76 per share to HK\$3.73 per share (the “Adjusted Conversion Price”) as a result of the allotment and issuance of 300,000,000 new shares (the “New Shares”) pursuant to a top-up placing and subscription. All other Conditions of the Bonds remain unchanged. The adjustment of the Conversion Price became effective from 2 September 2010, being the date of issue of the New Shares.

The above adjustment in relation to the Conversion Price has been computed in accordance with the Conditions.

By Order of the Board
Mr. Zhang Yuping
Chairman

Submitted to the Singapore Exchange Securities Trading Limited on 2 September 2010.