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## HENGDELI HOLDINGS LIMITED

### 亨得利控股有限公司

*(Incorporated in Cayman Islands with limited liability)*

(Stock Code: 3389)

## VOTING RESULTS OF ANNUAL GENERAL MEETING HELD ON 8 MAY 2012

The Directors are pleased to announce that all the resolutions set out in the Notice were duly passed by the Shareholders by way of poll at the Annual General Meeting held on 8 May 2012.

Reference is made to the circular (the “**Circular**”) of the Company and notice (the “**Notice**”) of the Annual General Meeting both dated 30 March 2012. Unless the context otherwise required, terms used in this announcement shall have the same meanings as defined in the Circular.

The Board is pleased to announce that at the Annual General Meeting held on 8 May 2012, all resolutions proposed at the Annual General Meeting as set out in the Notice were duly passed by the Shareholders as ordinary resolutions by way of poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and consider the audited financial statements and the report of directors and auditors for the year ended 31 December 2011	2,980,158,247 (100.00%)	0 (0.00%)
2.	To declare a final dividend for the year ended 31 December 2011	2,980,158,247 (100.00%)	0 (0.00%)
3.	(a) To re-elect Song Jianwen as Director and authorise the board of directors of the Company to fix his remuneration	2,883,476,246 (96.86%)	93,358,001 (3.14%)
	(b) To re-elect Huang Yonghua as Director and authorise the board of directors of the Company to fix his remuneration	2,883,476,246 (96.86%)	93,358,001 (3.14%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
	(c) To re-elect Chen Sheng as Director and authorise the board of directors of the Company to fix his remuneration	2,883,476,246 (96.86%)	93,358,001 (3.14%)
4.	To re-appoint KPMG as auditors and authorise the Board of Directors to fix their remuneration	2,979,926,247 (99.99%)	332,000 (0.01%)
5.	To pass the Ordinary Resolution No. 5A set out in the Notice	2,326,945,724 (78.08%)	653,212,523 (21.92%)
	To pass the Ordinary Resolution No. 5B set out in the Notice	2,916,536,247 (97.87%)	63,622,000 (2.13%)
6.	To pass the Ordinary Resolution No. 6 set out in the Notice	2,356,473,724 (79.32%)	614,260,326 (20.68%)

As at the date of the Annual General Meeting, the total number of issued Shares was 4,398,239,054 Shares, which was the total number of Shares entitling the Shareholders to attend and vote on the resolutions at the Annual General Meeting. There were no Shares entitling the holder to attend the Annual General Meeting and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules and no Shareholders that are required under the Listing Rules to abstain from voting.

The Company's share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the Annual General Meeting for the purpose of vote-taking.

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

Hong Kong, 8 May 2012

*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. Shi Zhongyang and Ms. Zheng Yu, the Independent Non-executive Directors are Mr. Cai Jianmin, Mr. Wong Kam Fai William and Mr. Liu Xueling.*