



香港交易所

### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/01/2013

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Hengdeli Holdings Limited

Date Submitted 01/02/2013

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code : 3389 Description : \_\_\_\_\_

|                                     | No. of ordinary<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 | <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>( <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       | _____                     | _____                                      | _____  |

## 2. Preference Shares

|                                     |                          |  |   |
|-------------------------------------|--------------------------|--|---|
| Stock code : _____                  | Description : _____      |  |   |
|                                     | No. of preference shares | Par value<br>( <i>State currency</i> ) | Authorised share 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 classes of shares | Par value<br>( <i>State currency</i> ) | Authorised share 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 preference shares | No. of other classes of shares |
|---------------------------------------|------------------------|-----------------------------|-------------------------|--------------------------------|
|                                       | (1)                    | (2)                         |                         |                                |
| Balance at close of preceding month   | <u>4,392,439,054</u>   | <u>                    </u> | <u>0</u>                | <u>0</u>                       |
| Increase/ (decrease) during the month | <u>0</u>               | <u>                    </u> | <u>0</u>                | <u>0</u>                       |
| Balance at close of the month         | <u>4,392,439,054</u>   | <u>                    </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 option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during 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 |
|--|---------------------------|-----------|-----------------------------------|----------|--|---|
|  | Granted                   | Exercised | Cancelled                         | Lapsed   |  |   |
| <u>1.Share Option Scheme</u>   |                           |           |                                   |          |  |   |
| <u>( 27/08/2005)</u>   |                           |           |                                   |          |  |   |
| <u>Ordinary shares</u>   | <u>0</u>                  | <u>0</u>  | <u>0</u>                          | <u>0</u> | <u>0</u>   | <u>3,350,000</u>  |
| <i>(Note 1)</i>  |                           |           |                                   |          |  |   |
| <u>2.</u>  |                           |           |                                   |          |  |   |
| <u>( / / )</u>   |                           |           |                                   |          |  |   |
| <u>shares</u>  |                           |           |                                   |          |  |   |
| <i>(Note 1)</i>  |                           |           |                                   |          |  |   |
| <u>3.</u>  |                           |           |                                   |          |  |   |
| <u>( / / )</u>   |                           |           |                                   |          |  |   |
| <u>shares</u>  |                           |           |                                   |          |  |   |
| <i>(Note 1)</i>  |                           |           |                                   |          |  |   |
|  |                           |           | <u>Total A. (Ordinary shares)</u> | <u>0</u> |  |   |
|  |                           |           | <u>(Preference shares)</u>        | <u>0</u> |  |   |
|  |                           |           | <u>(Other class)</u>              | <u>0</u> |  |   |
| Total funds raised during the month from exercise of options (State currency)                            |                           |           | <u>HKD0</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<br>nominal<br>value | Nominal value at<br>close of<br>preceding month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month  | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|---|---------------------------------|---|----------------------------------|--|--|--|
| 1.<br>_____<br>_____<br>_____<br>( / / )  | _____                           | _____   | _____                            | _____  | _____  | _____  |
| Stock code (if listed) _____<br>Class of shares<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) |                                 |   |                                  |  |  |  |
| 2.<br>_____<br>_____<br>_____<br>( / / )  | _____                           | _____   | _____                            | _____  | _____  | _____  |
| Stock code (if listed) _____<br>Class of shares<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) |                                 |   |                                  |  |  |  |
| 3.<br>_____<br>_____<br>_____<br>( / / )  | _____                           | _____   | _____                            | _____  | _____  | _____  |
| Stock code (if listed) _____<br>Class of shares<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) |                                 |   |                                  |  |  |  |
| 4.<br>_____<br>_____<br>_____<br>( / / )  | _____                           | _____   | _____                            | _____  | _____  | _____  |
| Stock code (if listed) _____<br>Class of shares<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) |                                 |   |                                  |  |  |  |
|   |                                 |   |                                  | Total B. (Ordinary shares) 0 _____<br>(Preference shares) 0 _____<br>(Other class) 0 _____ |  |  |

## 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. HK\$2,500,000,000<br>2.5% Convertible Bonds<br>due 2015 Listed on the<br>Singapore Stock Exchange | HKD                            | 2,500,000,000                      | 0                            | 2,500,000,000                | 0  | 504,805,750   |
| Stock code (if listed)   | ISIN-XS0543801350              |                                    |                              |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )   | Ordinary                       |                                    |                              |                              |  |   |
| Subscription price   | HKD4.9524                      |                                    |                              |                              |  |   |
| 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> )                                       |  |   |
| Total D. (Ordinary shares)  | 0  |   |
| (Preference shares)   | 0  |   |
| (Other class)   | 0  |   |

## 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><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) _____<br>EGM approval date: (dd/mm/yyyy) _____ | ( / / )  | ( / / )   |
| 2.            | Open offer   | At price : State currency _____ | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) _____<br>EGM approval date: (dd/mm/yyyy) _____ | ( / / )  | ( / / )   |
| 3.            | Placing      | At price : State currency _____ | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) _____<br>EGM approval date: (dd/mm/yyyy) _____ | ( / / )  | ( / / )   |
| 4.            | Bonus issue  |                                 | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) _____<br>EGM approval date: (dd/mm/yyyy) _____ | ( / / )  | ( / / )   |

## For Main Board and GEM listed issuers

| 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 _____      | _____<br>Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy)      ( / / )<br>EGM approval date: (dd/mm/yyyy)      ( / / )       | _____   |
| 6. Repurchase of shares                                     | Class of shares repurchased (Note 1) <u>Ordinary Shares</u><br>Cancellation date : (dd/mm/yyyy)      ( / / )<br>EGM approval date: (dd/mm/yyyy)      (08/05/2012) | <u>(5,000,000)</u>  |
| 7. Redemption of shares                                     | Class of shares redeemed (Note 1) _____<br>Redemption date : (dd/mm/yyyy)      ( / / )<br>EGM approval date: (dd/mm/yyyy)      ( / / )                            | _____   |
| 8. Consideration issue      At price : State currency _____ | _____<br>Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy)      ( / / )<br>EGM approval date: (dd/mm/yyyy)      ( / / )       | _____   |



For Main Board and GEM listed issuers

| 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  | 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>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  | _____   |
|                            |  | (Preference shares) 0  | _____   |
|                            |  | (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.*