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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 15 MAY 2013
AND
CHANGE OF DIRECTORS**

The Board is 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 15 May 2013.

The Board announces that since Mr. Song Jianwen has retired as an executive Director and Mr. Chen Sheng and Ms. Zheng Yu have retired as non-executive Directors and have not offered for re-election at the Annual General Meeting, Mr. Song Jianwen ceased to be an executive Director and Mr. Chen Sheng and Ms. Zheng Yu ceased to be non-executive Directors with effect from 15 May 2013. Mr. Lee Shu Chung Stan was appointed as an executive Director with effect from 15 May 2013.

Reference is made to the circular (the “**Circular**”) of the Company and notice (the “**Notice**”) of the Annual General Meeting both dated 5 April 2013. Unless the context otherwise required, terms used in this announcement shall have the same meanings as defined in the Circular.

RESULTS OF THE ANNUAL GENERAL MEETING

The Board is pleased to announce that at the Annual General Meeting held on 15 May 2013, 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 <i>(Note)</i>		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 2012	2,793,121,544 (100%)	0 (0%)
2.	To declare a final dividend for the year ended 31 December 2012	2,793,121,545 (100%)	0 (0%)
3.	To appoint Lee Shu Chung Stan as Director and authorise the Board of Directors to fix his remuneration	2,760,333,545 (98.83%)	32,788,000 (1.17%)
4.	To re-appoint KPMG as auditors and authorise the Board of Directors to fix their remuneration	2,793,121,545 (100%)	0 (0%)
5.	To pass the Ordinary Resolution No. 5A set out in the Notice	2,091,862,883 (74.89%)	701,258,662 (25.11%)
	To pass the Ordinary Resolution No. 5B set out in the Notice	2,793,121,545 (100%)	0 (0%)
6.	To pass the Ordinary Resolution No. 6 set out in the Notice	2,090,189,883 (74.83%)	702,931,662 (25.17%)
7.	To pass the Ordinary Resolution No. 7 set out in the Notice	2,793,121,545 (100%)	0 (0%)

Note: Please refer to the Notice contained in the Circular for full text of the Resolutions

As at the date of the Annual General Meeting, the total number of issued Shares was 4,366,279,054 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.

CHANGE OF DIRECTORS

The Board announces that since Mr. Song Jianwen has retired as an executive Director and Mr. Chen Sheng and Ms. Zheng Yu have retired as non-executive Directors and have not offered for re-election at the Annual General Meeting, Mr. Song Jianwen ceased to be an executive Director and Mr. Chen Sheng and Ms. Zheng Yu ceased to be non-executive Directors with effect from 15 May 2013. Mr. Lee Shu Chung Stan was appointed as an executive Director with effect from 15 May 2013.

Mr. Song Jianwen, Mr. Chen Sheng and Ms. Zheng Yu have confirmed that they have no disagreement with the Board and there are no matter relating to their retirements that will need to be brought to the attention of the shareholders.

Mr. Lee Shu Chung Stan (李樹忠), aged 53, is the deputy president of the Group. He joined the Group in 2007 and is responsible for overall coordination and management of the Group's retail business and the Group's brand wholesale business. Mr. Lee has over 25 years of experience in watch manufacturing, retail and distribution.

Mr. Lee has entered into service contract with the Company and his appointment is for a term of 3 years. His appointment may be terminated in accordance with the Articles of Association, including retirement by way of rotation at general meeting. The Director's annual salary of HK\$120,000 and other allowance, bonus and remuneration (if any) payable to him are determined by the Directors pursuant to the authority granted by the Shareholders at the Annual General Meeting and by reference to his duties and responsibilities with the Company, the Company's current standards for emolument and the market condition. As at the date of this announcement, to the best knowledge and belief of the Company, Mr. Lee does not have any interest in the Shares (within the meaning of Part XV of the Securities and Futures Ordinance).

Save as disclosed in this announcement, Mr. Lee has no relationship with any Directors or the senior management of the Company, or with any management Shareholders, substantial Shareholders or controlling Shareholders. Mr. Lee has not held any directorship in any other listed company in the last 3 years.

Save as disclosed in this announcement, Mr. Lee has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his appointment, nor is there any information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

The Company would like to express appreciation towards Mr. Song Jianwen, Mr. Chen Sheng and Ms. Zheng Yu for their contributions to the Company and welcome Mr. Stan Lee to join the board of directors of the Company.

By Order of the Board
HENGDELI HOLDINGS LIMITED
Zhang Yuping
Chairman

Hong Kong, 15 May 2013

As at the date hereof, the Executive Director and Chairman of the Company is Mr. Zhang Yuping, the Executive Directors are Mr. Huang Yonghua and Mr. Lee Shu Chung Stan, the Non-executive Director is Mr. Shi Zhongyang, the Independent Non-executive Directors are Mr. Cai Jianmin, Mr. Wong Kam Fai William and Mr. Liu Xueling.