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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 13.10B 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. A copy of the announcement is available on the website of the Singapore Exchange of Securities Trading Limited at www.sgx.com.

By Order of the Board
Hengdeli Holdings Limited
Zhang Yuping
Chairman

Hong Kong, 23 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.

HENGDELI HOLDINGS LIMITED (THE “COMPANY”)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3389)

H.K.\$2,500,000,000 2.5% CONVERTIBLE BONDS DUE 2015 (“Bonds”) – Adjustment to Conversion Price

Unless otherwise defined, all the capitalised terms used in this announcement shall have the same meanings assigned to them in the terms and conditions of the Bonds (the “**Terms and Conditions**”).

The Board of Directors of the Company (the “**Board**”) wishes to announce that the Conversion Price of the Bonds has been readjusted from HK\$4.9524 per share to HK\$4.5022 per share (the “**Adjusted Conversion Price**”) as a result of the bonus issue of 436,627,905 bonus shares approved in the Annual General Meeting held by the Company on 15 May 2013. All other Terms and Conditions of the Bonds remain unchanged. The adjustment of the Conversion Price became effective from 25 May 2013, being the date immediately after the record date fixed for the aforementioned bonus issue of shares by the Company.

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

Assuming full conversion of the Bonds at the Adjusted Conversion Price, the Bonds will be convertible into 550,841,810 shares (subject to adjustment), representing approximately 12.6% of the existing issued capital of the Company as at the date of this announcement and approximately 11.5% of the enlarged issued share capital of the Company.

By Order of the Board

Mr. Zhang Yuping
Chairman

Submitted to the Singapore Exchange Securities Trading Limited on 23 May 2013.