

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Hengdeli Holdings Limited
亨得利控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3389)

**VOTING RESULTS OF ANNUAL GENERAL MEETING HELD
ON 16 MAY 2014**

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 16 May 2014.

Reference is made to the circular (the “**Circular**”) of the Company and notice (the “**Notice**”) of the Annual General Meeting both dated 3 April 2014. 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 16 May 2014, 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 2013 | 3,286,771,814 (100%) | 0 (0%) |
| 2. | To declare a final dividend for the year ended 31 December 2013 | 3,286,771,814 (100%) | 0 (0%) |

| Ordinary Resolutions <i>(Note)</i> | | | Number of Votes (%) | |
|------------------------------------|-----|--|---------------------------|-------------------------|
| | | | For | Against |
| 3. | (a) | To re-elect Zhang Yuping as director and authorise the Board of Directors to fix his remuneration | 2,965,931,351 (94.59%) | 169,710,063 (5.41%) |
| | (b) | To re-elect Shi Zhongyang as director and authorise the Board of Directors to fix his remuneration | 3,074,254,924 (98.13%) | 58,562,800 (1.87%) |
| | (c) | To re-elect Cai Jianmin as director and authorise the Board of Directors to fix his remuneration | 3,283,948,124 (100%) | 0 (0%) |
| | (d) | To re-elect Wong Kam Fai, William as director and authorise the Board of Directors to fix his remuneration | 3,283,948,124 (100%) | 0 (0%) |
| | (e) | To re-elect Liu Xueling as director and authorise the Board of Directors to fix his remuneration | 3,283,948,124 (100%) | 0 (0%) |
| 4. | | To re-appoint KPMG as auditors and authorise the Board of Directors to fix their remuneration | 3,286,771,814 (100%) | 0 (0%) |
| 5. | | To pass the Ordinary Resolution No. 5A set out in the Notice | 2,579,265,975 (78.47%) | 707,505,839 (21.53%) |
| | | To pass the Ordinary Resolution No. 5B set out in the Notice | 3,132,817,724 (100%) | 0 (0%) |
| 6. | | To pass the Ordinary Resolution No. 6 set out in the Notice | 2,419,611,885 (77.16%) | 716,029,529 (22.84%) |

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 4,799,130,959 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, 16 May 2014

As at the date hereof, the Executive Directors of the Company are Mr. Zhang Yuping (chairman), 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.