



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/01/2009

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Xinyu Hengdeli Holdings Limited

Date Submitted 04/02/2009

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>3389</u> Description : _____			
	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u>4,000,000,000</u>	<u>HKD0.005</u>	<u>HKD20,000,000</u>
Increase/(decrease)	_____		_____
Balance at close of the month	<u>4,000,000,000</u>	<u>HKD0.005</u>	<u>HKD20,000,000</u>
(2) Stock code : _____ Description : _____			
	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<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 (<i>State currency</i>)
			Authorised share capital (<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 (<i>State currency</i>)
			Authorised share capital (<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*) :

HKD 20,000,000

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>2,479,000,000</u>	<u> </u>	<u>0</u>	<u>0</u>
Increase/ (decrease) during the month	<u>(2,316,000)</u>	<u> </u>	<u>0</u>	<u>0</u>
Balance at close of the month	<u>2,476,684,000</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>						
Ordinary shares	<u>0</u>	<u>0</u>	<u>0</u>	<u>200,000</u>	<u>0</u>	<u>36,730,000</u>
(Note 1)						
<u>2.</u>						
<u>(/ /)</u>						
shares						
(Note 1)						
<u>3.</u>						
<u>(/ /)</u>						
shares						
(Note 1)						
				Total A. (Ordinary shares)	<u>0</u>	
				(Preference shares)	<u>0</u>	
				(Other class)	<u>0</u>	
Total funds raised during the month from exercise of options (State currency)					<u>0</u>	

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value 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. _____ _____ _____ (/ /)	_____	_____	_____	_____	_____	_____
Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ 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 B. (Ordinary shares) 0 _____ (Preference shares) 0 _____ (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. RMB1,150,000,000 USD Settled Zero Coupon Convertible Bonds due 2012 listed on the Singapore Stock Exchange	RMB	955,000,000	0	745,000,000	0	119,854,249
Stock code (if listed)	ISIN-XS0313803321					
Class of shares issuable (<i>Note 1</i>)	Ordinary					
Subscription price	HKD7.06					
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. _____ _____ _____ (/ /) shares (<i>Note 1</i>)		
2. _____ _____ _____ (/ /) shares (<i>Note 1</i>)		
3. _____ _____ _____ (/ /) shares (<i>Note 1</i>)		
Total D. (Ordinary shares) _____ (Preference shares) _____ (Other class) _____	0 0 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 _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
2.	Open offer	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
3.	Placing	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
4.	Bonus issue		Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____

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 _____	Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
6.	Repurchase of shares		Class of shares repurchased _____ (Note 1) <u>Ordinary</u> (14/01/2009) Cancellation date : (dd/mm/yyyy) (03/06/2008) EGM approval date: (dd/mm/yyyy)	<u>(2,316,000)</u>	_____
7.	Redemption of shares		Class of shares redeemed _____ (Note 1) Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
8.	Consideration issue	At price : State currency _____	Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) (/ /) 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 _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
10. Other (Please specify)	At price : State currency _____ Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
		Total E. (Ordinary shares) <u>(2,316,000)</u>	
		(Preference shares) _____	
		(Other class) _____	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<u>(2,316,000)</u>
	(2)	_____
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>0</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>0</u>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

Submitted by: Peter Ng Man Wai

Title: Secretary
(Director, Secretary or other duly authorised officer)



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.*