



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/05/2009

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Xinyu Hengdeli Holdings Limited

Date Submitted 02/06/2009

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 3389 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*) :

HKD20,000,000

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>2,476,684,000</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>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 | | |
| 1. Share Option Scheme | | | | | | |
| (27 / 08 / 2005) | | | | | | |
| Ordinary shares | <u>0</u> | <u>0</u> | <u>0</u> | <u>300,000</u> | <u>0</u> | <u>36,430,000</u> |
| (Note 1) | | | | | | |
| 2. | | | | | | |
| (/ /) | | | | | | |
| shares | | | | | | |
| (Note 1) | | | | | | |
| 3. | | | | | | |
| (/ /) | | | | | | |
| 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. <u>RMB1,150,000,000 USD</u> | | | | | | |
| <u>Settled Zero Coupon</u> | | | | | | |
| <u>Convertible Bonds due 2012</u> | | | | | | |
| <u>listed on the Singapore</u> | | | | | | |
| Stock Exchange | RMB | 669,000,000 | 0 | 669,000,000 | 0 | 107,315,070 |
| Stock code (if listed) | <u>ISIN-XS0313803321</u> | | | | | |
| Class of shares issuable (<i>Note 1</i>) | <u>Ordinary</u> | | | | | |
| Subscription price | <u>HKD7.06</u> | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | <u>(/ /)</u> | | | | | |
| 2. | | | | | | |
| | | | | | | |
| | | | | | | |
| Stock code (if listed) | _____ | | | | | |
| Class of shares issuable (<i>Note 1</i>) | _____ | | | | | |
| Subscription price | _____ | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | <u>(/ /)</u> | | | | | |
| 3. | | | | | | |
| | | | | | | |
| | | | | | | |
| Stock code (if listed) | _____ | | | | | |
| Class of shares issuable (<i>Note 1</i>) | _____ | | | | | |
| Subscription price | _____ | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | <u>(/ /)</u> | | | | | |
| 4. | | | | | | |
| | | | | | | |
| | | | | | | |
| Stock code (if listed) | _____ | | | | | |
| Class of shares issuable (<i>Note 1</i>) | _____ | | | | | |
| Subscription price | _____ | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | <u>(/ /)</u> | | | | | |
| | | | | 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) | 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 _____ <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 _____ <i>(Note 1)</i> Issue and allotment date : (/ /) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |
| 6. | Repurchase of shares | | Class of shares <u>Ordinary</u> repurchased <i>(Note 1)</i> Cancellation date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |
| 7. | Redemption of shares | | Class of shares _____ redeemed <i>(Note 1)</i> Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |
| 8. | Consideration 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) | _____ | _____ |

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) 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> | |

