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XINYU HENGDELI HOLDINGS LIMITED

新宇亨得利控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3389)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of Xinyu Hengdeli Holdings Limited (the “Company”) will be held at 5th Floor, Jardine House, 1 Connaught Place Central, Hong Kong on 11 September 2009 (Friday) at 11:00 a.m. for the purpose of considering, if thought fit, passing the following resolutions as resolutions of the Company, with or without amendment:

ORDINARY RESOLUTIONS

1. **“THAT** the authorised share capital of the Company be and is hereby increased from HK\$20,000,000 divided into 4,000,000,000 Shares of HK\$0.005 (the “Shares”) each to HK\$50,000,000 divided into 10,000,000,000 Shares by the creation of an additional 6,000,000,000 new Shares of HK\$0.005 each in the Company ranking pari passu in all respects with the existing share capital of the Company.”
2. **“THAT**, conditional upon resolution no. 1 being passed and subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting and agreeing to grant listing of and permission to deal in the Bonus Shares (as defined below):
 - (a) upon the recommendation of the directors of the Company (the “Directors”), a bonus issue on the basis of five Bonus Shares (as defined below) for every ten existing Shares of HK\$0.005 each in the capital of the Company held be made, such Bonus Shares be issued to the persons (the “allottees”) whose names appear on the register of members of the Company at the close of business on 11 September 2009 (the “Record Date”) and whose addresses as shown in such register are in Hong Kong or whose addresses as shown in such register are outside Hong Kong if the Directors, based on legal opinions, do not consider it necessary or expedient to exclude any such shareholders of the Company on account either of the legal restrictions under the laws of the place of its registered address or the requirements of the relevant regulatory body or stock exchange in that place (the “Bonus Issue”);

- (b) the sum of HK\$6,781,710 standing to the credit of the Company's share premium account be capitalised and be applied in paying up in full at par of 1,356,342,000 unissued Bonus Shares such that the Bonus Shares will be allotted, issued and distributed (pursuant to paragraph (d) below), credited as fully paid and share certificates be issued to the allottees in respect of the Bonus Shares to be issued and allotted to them immediately;
- (c) the Bonus Shares shall be subject to the Memorandum of Association and Articles of Association of the Company and shall rank pari passu in all respects with the existing issued Shares in issue on the Record Date, except that they will not rank for the Bonus Issue mentioned in paragraph (a) of this resolution;
- (d) no fractional Bonus Shares shall be allotted and distributed, and the fractional entitlements shall be aggregated, rounded down to the nearest whole number and sold for the benefit of the Company; and
- (e) the Directors be authorised to do all acts and things as may be necessary or expedient in relation to the Bonus Issue, including, but not limited to, determining the exact amount to be capitalized out of the share premium account of the Company and the exact number of Bonus Shares to be allotted and distributed in the manner referred to in paragraphs (a) and (b) of this resolution."

SPECIAL RESOLUTION

3. "THAT

- (a) the name of the Company be changed from "Xinyu Hengdeli Holdings Limited 新宇亨得利控股有限公司" to "Hengdeli Holdings Limited 亨得利控股有限公司";
- (b) the Directors be and are hereby authorised to do all such acts and execute all documents to effect and implement the change of name of the Company."

Yours faithfully,
By Order of the Board
Xinyu Hengdeli Holdings Limited
Zhang Yuping
Chairman

Hong Kong, 20 August 2009

Notes:

- (1) Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company. All proxies must be deposited with the Company's share registrar, Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the meeting.
- (2) The Register of Members will be closed from 9 September 2009 to 11 September 2009 (both days inclusive). In order to qualify for the entitlements of the shareholders under the bonus issue of share and the attendance at the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar Computershare Hong Kong Investor Services Limited, Shops 1712- 1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 8 September 2009.

As at the date of this announcement, the executive Directors are Mr. Zhang Yuping (Chairman), Mr. Song Jianwen, and Mr. Huang Yonghua, the non-executive Directors are Mr. Chen Sheng, Mr. Shen Zhiyuan and Mr. Shi Zhongyang, and the independent non-executive Directors are Mr. Cai Jianmin, Mr. Wong Kam Fai, William and Mr. Liu Xueling.