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## **XINYU HENGDELI HOLDINGS LIMITED**

### **新宇亨得利控股有限公司**

*(Incorporated in Cayman Islands with limited liability)*

(Stock Code: 3389)

#### **(1) ADJUSTMENT TO OUTSTANDING SHARE OPTIONS AND (2) ADJUSTMENT OF CONVERSION PRICE OF RMB1,150,000,000 ZERO COUPON CONVERTIBLE BONDS DUE 2012**

Reference is made to the announcement of the Company dated 12 August 2009 and the circular of the Company dated 20 August 2009. The Board wishes to announce the followings:

##### **(1) ADJUSTMENT TO OUTSTANDING SHARE OPTIONS**

As a result of the Bonus Issue, adjustments will be made to the exercise price and the number of outstanding Options granted under the Share Option Scheme. In accordance with the rules of the Share Option Scheme, holders of outstanding Share Options who have not exercised their Share Options prior to the Record Date will be entitled to an adjustment to the exercise price and/or the number of Shares in respect of their outstanding Share Options upon the issue of Bonus Shares as stated in this announcement, so that they can be entitled the same proportion of the equity capital as that to which they are previously entitled immediately before the completion of the Bonus Issue.

##### **(2) ADJUSTMENT OF CONVERSION PRICE OF RMB1,150,000,000 ZERO COUPON CONVERTIBLE BONDS DUE 2012**

Following the Bonus Issue, the prevailing Conversion Price of HKD7.06 will be adjusted to HKD4.71 with effect from 12 September 2009, being the day immediately after the Record Date. As at the date of this announcement, the outstanding principal amount of the Convertible Bonds is RMB437,000,000 and assuming no Convertible Bonds are purchased or redeemed from the date hereof. The number of Conversion Shares to be issued by the Company upon full conversion of the Convertible Bonds at the adjusted Conversion Price of HKD4.71 amounted to 96,010,137 Shares, representing approximately 3.54% of the issued share capital of the Company as at the date of this announcement and approximately 2.31% of the issued share capital of the Company as enlarged by the issue of the Bonus Shares and the issue of such Conversion Shares.

Reference is made to the announcement of the Company dated 12 August 2009 (the “**Announcement**”) and the circular of the Company dated 20 August 2009 concerning the Bonus Issue, the change of the name of the Company and the Increase in Authorised Share Capital. Capitalised terms used herein have the same meaning as those defined in the Announcement, unless otherwise defined.

The Board wishes to announce the following:

## **(1) ADJUSTMENT TO OUTSTANDING SHARE OPTIONS**

As a result of the Bonus Issue, adjustments will be made to the exercise price and the number of outstanding Options granted under the Share Option Scheme. In accordance with the rules of the Share Option Scheme and the supplementary guidance issued by the Stock Exchange on 5 September 2005 regarding adjustment of share options under Rule 17.03(13) of the Listing Rules, holders of outstanding Share Options who have not exercised their Share Options prior to the Record Date will be entitled to an adjustment to the exercise price and/or the number of Shares in respect of their outstanding Share Options upon the issue of Bonus Shares as stated in this announcement, so that they can be entitled the same proportion of the equity capital as that to which they are previously entitled immediately before the completion of the Bonus Issue.

The number and the exercise price of the Share Options will be adjusted in the following manner:

Before completion of Bonus Issue		Upon completion of Bonus Issue	
Aggregate number of Shares to be issued	Exercise price per Share to be issued	Aggregate number of Shares to be issued	Exercise price per Share to be issued
36,130,000	4.83	54,195,000	3.22

## **(2) ADJUSTMENT OF CONVERSION PRICE OF RMB1,150,000,000 ZERO COUPON CONVERTIBLE BONDS DUE 2012**

Reference is made to the announcement of the Company dated 25 July 2007 relating to the Convertible Bonds.

### **Adjustment of Conversion Price due to the Bonus Issue**

The terms and conditions of the Convertible Bonds provide, among other things, that if the Company issue any Shares credited as fully paid to the Shareholders by way of capitalization of profits or reserves including Shares paid up out of distributable profits or reserves, the Conversion Price shall be adjusted by multiplying the Conversion Price in force immediately before such issue by the quotient of (a) the aggregate number of issued Shares on the day immediately preceding the date of such issue and (b) the aggregate number of issued Shares on the day immediately after such issue where such adjustment will become effective immediately after the record date fixed for such issue.

Following the Bonus Issue, the prevailing Conversion Price of HKD7.06 will be adjusted to HKD4.71 with effect from 12 September 2009, being the day immediately after the Record Date. As at the date of this announcement, the outstanding principal amount of the Convertible Bonds is RMB437,000,000 and assuming no Convertible Bonds are purchased or redeemed from the date hereof, the number of Conversion Shares to be issued by the Company upon full conversion of the Convertible Bonds at the adjusted Conversion Price is 96,010,137 Shares, representing approximately 3.54% of the issued share capital of the Company as at the date of this announcement and approximately 2.31% of the issued share capital of the Company as enlarged by the issue of the Bonus Shares and the issue of such Conversion Shares.

All the other terms of the Convertible Bonds remain unchanged.

By Order of the Board  
**Xinyu Hengdeli Holdings Limited**  
**Zhang Yuping**  
*Chairman*

Hong Kong, 11 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.*