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**HENGDELI HOLDINGS LIMITED**  
**亨得利控股有限公司**

*(formerly known as “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)*

**OVERSEAS REGULATORY ANNOUNCEMENT**

*(This overseas regulatory announcement is issued pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.)*

Please refer to the attached announcement on the next page.

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

23 December 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.*

**HENGDELI HOLDINGS LIMITED (THE “COMPANY”)**  
*(formerly known as “Xinyu Hengdeli Holdings Limited”)*  
(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 3389)

**FINAL ALLOCATION RESULTS OF THE INVITATION TO TENDER**

Reference is made to the announcement on 17 December 2009 and the Tender Offer Memorandum dated 16 December 2009 (“Tender Offer Memorandum”). All the capitalised terms used in this announcement and not otherwise defined herein shall have the meanings assigned to them in the Tender Offer Memorandum.

The purchase price for each RMB1,000,000 principal amount of the Tendered Bonds is RMB1,050,000 (“Gross Repurchase Amount”).

Following the close of the Tender Period and based on a reconciliation of Tender Applications validly received by the Tender Agent and Tender Confirmations validly received by the relevant Clearing Systems, the Company wishes to announce the following in respect of the Invitation to Tender:

- (i) the Final Aggregate Repurchase Amount (being the aggregate principal amount of the Bonds accepted by the Company for repurchase on the Settlement Date) is RMB250,000,000;
- (ii) the aggregate cash amount payable by the Company based on the Final Aggregate Repurchase Amount is RMB262,500,000; and
- (iii) the aggregate principal amount of the Bonds remaining outstanding following completion of the Invitation to Tender will be RMB187,000,000.

The Settlement Date for the Invitation to Tender is scheduled on 30 December 2009.

By Order of the Board

Zhang Yuping  
Chairman

Submitted to the Singapore Exchange Securities Trading Limited on 23 December 2009.