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HENGDELI HOLDINGS LIMITED

亨得利控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3389)

VOTING RESULTS OF ANNUAL GENERAL MEETING HELD ON 12 MAY 2011 AND CHANGE OF DIRECTOR

The Directors are pleased to announce that at the Annual General Meeting held on 12 May 2011, all the resolutions set out in the Notice were duly passed by the Shareholders by way of poll.

The Board announces that since Mr. Shen Zhiyuan has retired as a non-executive Director and has not offered for re-election at the Annual General Meeting, Mr. Shen Zhiyuan ceased to be a non-executive Director with effect from 12 May 2011. In replacement of Mr. Shen Zhiyuan, Ms. Zheng Yu was appointed as a non-executive Director with effect from 12 May 2011.

Reference is made to the circular (the “**Circular**”) of the Company and notice (the “**Notice**”) of the Annual General Meeting both dated 4 April 2011. Unless the context otherwise required, terms used in this announcement shall have the same meanings as defined in the Circular.

RESULTS OF THE ANNUAL GENERAL MEETING

The Board is pleased to announce that at the Annual General Meeting held on 12 May 2011, all resolutions proposed at the Annual General Meeting as set out in the Notice were duly passed by the Shareholders as ordinary resolutions by way of poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and consider the audited financial statements and the report of directors and auditors for the year ended 31 December 2010	3,172,891,758 (100%)	0 (0%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
2.	To declare a final dividend for the year ended 31 December 2010	3,173,003,758 (100%)	0 (0%)
3.	(a) To re-elect Zhang Yuping as Director and authorise the board of directors of the Company to fix his remuneration	2,663,378,808 (83.66%)	520,108,950 (16.34%)
	(b) To re-elect Liu Xueling as Director and authorise the board of directors of the Company to fix his remuneration	2,812,378,358 (88.34%)	371,109,400 (11.66%)
	(c) To appoint Zheng Yu as Director and authorise the board of directors of the Company to fix her remuneration	2,783,818,721 (87.44%)	399,699,037 (12.56%)
4.	To re-appoint KPMG as auditors and authorise the Board of Directors to fix their remuneration	3,172,807,758 (99.66%)	10,776,000 (0.34%)
5.	To pass the Ordinary Resolution No. 5A set out in the Notice	2,651,196,992 (84.08%)	501,918,266 (15.92%)
	To pass the Ordinary Resolution No. 5B set out in the Notice	3,183,583,758 (99.99%)	268,000 (0.01%)
6.	To pass the Ordinary Resolution No. 6 set out in the Notice	2,680,833,492 (84.21%)	502,810,266 (15.79%)

As at the date of the Annual General Meeting, the total number of issued Shares was 4,397,730,054 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions at the Annual General Meeting. There were no Shares which entitled the holder to attend and vote only against the Resolutions at the Annual General Meeting.

The Company's share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the Annual General Meeting for the purpose of vote-taking.

CHANGE OF DIRECTOR

The Board announces that since Mr. Shen Zhiyuan has retired as a non-executive Director and has not offered for re-election at the Annual General Meeting, Mr. Shen Zhiyuan ceased to be a non-executive Director with effect from 12 May 2011. In replacement of Mr. Shen Zhiyuan, Ms. Zheng Yu was appointed as a non-executive Director with effect from 12 May 2011.

Mr. Shen Zhiyuan has confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that will need to be brought to the attention of the shareholders.

Ms. Zheng Yu, aged 43, obtained her bachelor degree in Computer Science from Beijing Normal University and her MBA from the University of Texas at Austin. She joined Pinebridge Investments (formerly known as AIG Investments) in mid 2008 and is responsible for direct investment activities in the PRC. Prior to joining Pinebridge Investments, Ms. Zheng was a senior partner at Roland Berger Strategy Consultants (RBSC). With more than 12 years in management consulting in Asia with the Boston Consulting Group (BCG) and RBSC, Ms. Zheng has extensive experience in assisting both global and Chinese companies on all aspects of business related to the PRC and its integration with the rest of the world, including strategy development, organizational effectiveness, corporate transformation, brand management, global sourcing, joint venture strategy, post merger integration etc. across a broad spectrum of industries.

Ms. Zheng has entered into service contract with the Company and her appointment is for a term for 3 years. Ms. Zheng will be entitled to an annual salary of HK\$100,000 which is determined by the Board with reference to Ms. Zheng's duties and responsibilities and the prevailing market conditions. As at the date of this announcement, to the best knowledge and belief of the Company, Ms. Zheng does not have any interest in the Shares (within the meaning of Part XV of the Securities and Futures Ordinance).

Save as disclosed in this announcement, Ms. Zheng has no relationship with any Directors or the senior management of the Company, or with any management shareholders, substantial shareholders or controlling shareholders. Ms. Zheng is currently the director a Hong Kong listed company, Minth Group Limited (stock code: 425).

Save as disclosed in this announcement, Ms. Zheng has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with her proposed appointment, nor is there any information required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules.

The Company would like to express appreciation towards Mr. Shen Zhiyuan for his contribution to the Company and welcome Ms. Zheng Yu to join the Company.

By Order of the Board
HENGDELI HOLDINGS LIMITED
Zhang Yuping
Chairman

Hong Kong, 12 May 2011

As at the date hereof, the Executive Director and Chairman of the Company is Mr. Zhang Yuping, the Executive Directors are Mr. Song Jianwen and Mr. Huang Yonghua, the Non-executive Directors are Mr. Chen Sheng, Mr. Shi Zhongyang and Ms. Zheng Yu, the Independent Non-executive Directors are Mr. Cai Jianmin, Mr. Wong Kam Fai William and Mr. Liu Xueling.