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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)

**OFFER TO PURCHASE FOR CASH
OF UP TO US\$175 MILLION AGGREGATE PRINCIPAL AMOUNT
OF ITS OUTSTANDING 6.25% SENIOR NOTES DUE 2018**

(Stock code: 4599; ISIN: XS0875312364; Common Code: 087531236)

EXPIRY OF THE OFFER

This announcement is made pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement of the Company dated June 8, 2016 (the “**Announcement**”) in relation to the Offer. Capitalized terms used in this announcement shall have the same meanings ascribed to them in the **Announcement**.

The Offer expired at 4:00 p.m. (Central European Summer Time) on June 22, 2016. A total of US\$127,372,000 in principal amount of the Notes, representing approximately 36.39% of the total outstanding principal amount of the Notes, have been validly tendered and not withdrawn pursuant to the Offer to Purchase.

The Company has determined to accept for purchase all tendered Notes at the applicable Purchase Price. The Purchase Price for the Notes is US\$1,012.50 per US\$1,000 principal amount of the Notes accepted for purchase by the Company. Accordingly, the Company will pay (i) an aggregate Purchase Price of US\$128,964,150.00 for all such Notes accepted for purchase, and (ii) Accrued Interest thereon, in the amount of US\$25.694444 per US\$1,000 principal amount of the Notes accepted for purchase by the Company, pursuant to the terms of the Offer.

The Company will use reasonable best efforts to cause the cancellation of each Note purchased by the Company pursuant to the Offer after the completion of the Offer, following which US\$222,628,000 in aggregate principal amount of the Notes will remain outstanding subject to the terms of the indenture governing the Notes.

By Order of the Board
Hengdeli Holdings Limited
Zhang Yuping
Chairman

Hong Kong, June 23, 2016

As at the date of this announcement, the executive directors of the Company are Mr. Zhang Yuping (chairman), Mr. Huang Yonghua and Mr. Lee Shu Chung Stan, the independent non-executive directors are Mr. Cai Jianmin, Mr. Wong Kam Fai William and Mr. Liu Xueling, the non-executive director is Mr. Shi Zhongyang.