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**Hembly International Holdings Limited**

**恒寶利國際控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

(Stock code: 03989)

## **FURTHER DELAY IN DESPATCH OF CIRCULAR**

As the Company requires additional time to finalise the information required to be included in the Circular, an application has been made with the Stock Exchange for a waiver from strict compliance with Rules 14.48 and 14A.49 of the Listing Rules and for a further extension of the date of dispatch of the Circular to not later than 23 November 2009.

Reference is made to the Company's announcements dated 23 September 2009 (the "**Announcement**") in relation to the Acquisition which constitutes a very substantial acquisition and a connected transaction for the Company and 13 October 2009 (the "**Delay Announcement**") in relation to the delay in despatch of the Circular. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Announcement.

Under Rules 14.48 and 14A.49 of the Listing Rules, the Company is required to despatch to the Shareholders a circular (the "**Circular**") containing, among other things, details of the Acquisition within 21 days after the publication of the Announcement, which is on or before 14 October 2009. As stated in the Delay Announcement, the Company has applied for waiver from strict compliance with the requirements under Rule 14.48 and 14A.49 of the Listing Rules such that the despatch of the Circular was delayed to on or before 13 November 2009.

The Board would update the Shareholders that as at the date of this announcement, all material parts of the Circular have been prepared and the Directors are satisfied with the due diligence review in relation to the affairs and business of the Target Group so far. Save for the finalization of the accountant's report of the Target Group involving various subsidiaries incorporated in the PRC that require further time for the audit, the Acquisition is proceeding as per the original timeline. No outstanding issue that may prejudice the completion of the Acquisition has been identified.

The Directors would also report that the SFC had indicated there are no takeover implication for the Acquisition, the independent professional valuation of the Target Group had been finalised and the draft valuation report indicated that the value of the Target Group was HK\$1,500,000,000 as at 9 October 2009, and the PRC legal advisor is in the process of finalizing the opinion in relation to the business and operation of the Target Group.

As additional time is required for the finalization of the accountants' reports of the Target Group and the pro forma income statement, balance sheet and cash flow statement of the Enlarged Group to be contained in the Circular in compliance with Rule 14.69(4)(a)(i) and (ii) of the Listing Rules, the Company has applied to the Stock Exchange for a waiver from strict compliance with Rules 14.48 and 14A.49 of the Listing Rules such that the time of the despatch of the Circular to the Shareholders will be further extended from 13 November 2009 to not later than 23 November 2009. The Directors believe no further delay in despatch of the Circular will be required.

By the order of the Board  
**Hembly International Holdings Limited**  
**Ngok Yan Yu**  
*Chairman*

Hong Kong, 13 November 2009

*As at the date of this announcement, the Board comprises six executive directors, namely Mr. Ngok Yan Yu, Mr. Lam Hon Keung, Keith, Ms. Tang Chui Yi, Janny, Mr. Wong Ming Yeung, Mr. Marcello Appella and Mr. Chan Tak Yan; and three independent non-executive directors, namely Mr. Lo Ming Chi, Charles, Mr. Pao Ping Wing and Mr. Kwan Hung Sang, Francis.*

\* *For identification purpose only*