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HEMBLY

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)

RESULTS OF THE OPEN OFFER

Financial adviser to the Company

AmCap

Ample Capital Limited

豐盛融資有限公司

Underwriter



Fortune (HK) Securities Limited

The Directors are pleased to announce that at 4:00 p.m. on Wednesday, 25 February 2009, being the latest time for acceptance and payment for the Offer Shares, an aggregate of 10 valid acceptances had been received for an aggregate of 52,030,885 Offer Shares, representing approximately 36.77% of the total number of 141,515,000 Offer Shares offered under the Open Offer and approximately 12.26% of the enlarged issued share capital of the Company of 424,545,000 Shares immediately after completion of the Open Offer.

The Open Offer became unconditional at 4:00 p.m. on Thursday, 26 February 2009. Based on the above acceptance results, the Open Offer was under-subscribed by 89,484,115 Offer Shares.

Pursuant to the Underwriting Agreement, the Underwriter has fully underwritten the untaken 89,484,115 Offer Shares.

The share certificates for the Offer Shares have been despatched to the addresses (as shown on the register of members of the Company) of those persons who have validly applied and paid for the Offer Shares by ordinary post at their own risk on Tuesday, 3 March 2009.

Dealings in the Offer Shares are expected to commence on the Stock Exchange at 9:30 a.m. on Thursday, 5 March 2009.

Reference is made to the prospectus of the Company dated 11 February 2009 (the “**Prospectus**”) in relation to the Open Offer. Terms used herein shall have the same meanings as those defined in the Prospectus unless the context otherwise requires.

RESULTS OF THE OPEN OFFER

The Directors are pleased to announce that at 4:00 p.m. on Wednesday, 25 February 2009, being the latest time for acceptance and payment for the Offer Shares, an aggregate of 10 valid acceptances had been received for an aggregate of 52,030,885 Offer Shares, representing approximately 36.77% of the total number of 141,515,000 Offer Shares offered under the Open Offer and approximately 12.26% of the enlarged issued share capital of the Company of 424,545,000 Shares immediately after completion of the Open Offer. All applications made by the Qualifying Shareholders for the Open Offer Shares were accepted and allotted in full.

The Open Offer became unconditional at 4:00 p.m. on Thursday, 26 February 2009.

UNDERWRITING ARRANGEMENT

Based on the results of the Open Offer referred to above, the Open Offer was under-subscribed by 89,484,115 Offer Shares (“the Untaken Offer Shares”). Pursuant to the Underwriting Agreement, the Underwriter has fully underwritten the Untaken Offer Shares. The Untaken Offer Shares represent approximately 63.23% of the total Offer Shares and approximately 21.08% of the enlarged issued share capital of the Company of 424,545,000 Shares immediately after completion of the Open Offer.

DESPATCH OF SHARE CERTIFICATES AND COMMENCEMENT OF DEALINGS IN THE OFFER SHARES

The share certificates for the Offer Shares have been despatched to the addresses (as shown on the register of members of the Company) of those persons who have validly applied and paid for the Offer Shares by ordinary post at their own risk on Tuesday, 3 March 2009.

Dealings in the Offer Shares are expected to commence on the Stock Exchange at 9:30 a.m. on Thursday, 5 March 2009.

CHANGE OF SHAREHOLDINGS IN THE COMPANY ARISING FROM THE OPEN OFFER

The changes in the shareholding structure of the Company arising from the Open Offer are shown as follows:

	Immediately before completion of the Open Offer		Immediately after completion of the Open Offer [#]	
	Shares	%	Shares	%
Shareholders				
Charm Hero	101,829,470	35.98%	152,744,205	35.98%
Other Directors and connected persons (other than Mr. Marcello Appella)	6,270,050	2.22%	6,360,050	1.49%
Mr. Marcello Appella	3,588,030	1.27%	3,588,030	0.85%
The Underwriter	0	0.00%	89,484,115	21.08%
Public				
Existing public Shareholders	<u>171,342,450</u>	<u>60.54%</u>	<u>172,368,600</u>	<u>40.60%</u>
Total	<u><u>283,030,000</u></u>	<u><u>100.00%</u></u>	<u><u>424,545,000</u></u>	<u><u>100.00%</u></u>

[#] *Source: the records from the Registrar and the Company reflecting the shareholding structure of the Company as at the date of this announcement. In the event that the figures in the shareholding structure are different from those as disclosed in the above table, the Company would issue an announcement regarding the difference(s).*

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

Hong Kong, 3 March 2009

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