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**STONE GROUP HOLDINGS LIMITED**

**四通控股有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 409)**

**ANNOUNCEMENT**

**PROPOSED PRIVATISATION OF  
STONE GROUP HOLDINGS LIMITED  
BY WAY OF A SCHEME OF ARRANGEMENT  
UNDER SECTION 166 OF THE COMPANIES ORDINANCE  
AND  
WITHDRAWAL OF LISTING**

**FURTHER DELAY IN DESPATCH OF THE SCHEME DOCUMENT**

**Financial Adviser to Stone Group Holdings Limited**



**Macquarie Capital (Hong Kong) Limited**

The despatch of the Scheme Document will be further delayed. It is expected that the Scheme Document will be sent to the Shareholders by no later than 24 August 2009. A detailed timetable relating to the Proposal will be set out in the Scheme Document and in the announcement to be issued upon the despatch of the Scheme Document.

**Shareholders, holders of other securities and/or potential investors should be aware that the implementation of the Proposal is subject to the conditions of the Proposal being fulfilled or waived, as applicable, and thus may or may not become effective. Shareholders, holders of other securities and potential investors are advised to exercise caution when dealing in the Shares or other securities of the Company.**

## **INTRODUCTION**

Reference is made to the announcement dated 25 May 2009 issued by the Company (the “Announcement”), in which the Company announced that the Company intended to put forward a proposal to privatize the Company by way of a scheme of arrangement under Section 166 of the Companies Ordinance, and the announcement dated 10 July 2009 issued by the Company regarding the further delay in despatch of the scheme document to 10 August 2009.

Unless the context otherwise requires, terms defined in the Announcement shall have the same meanings when used herein.

## **FURTHER DELAY IN DESPATCH OF THE SCHEME DOCUMENT**

Pursuant to Rule 8.2 of the Takeovers Code, unless the consent of the Executive is obtained, the Scheme Document containing, among other things, further details about the Proposal, the expected timetable, the recommendations of the Independent Board Committee in respect of the Proposal, the letter of advice from the independent financial adviser to the Independent Board Committee, an explanatory statement as required under the Companies Ordinance, and notices of the Court Meeting and the Extraordinary General Meeting will be despatched to the Shareholders within 21 days from the date of the Announcement, which would be on or before 15 June 2009. The Executive has granted consents to the extension of time to despatch the Scheme Document from 15 June 2009 to no later than 10 August 2009.

The despatch of the Scheme Document will be further delayed as there has been some delay in the expected timing for the court hearing of originating summons in order to, inter alia, fix the date for the Court Meeting. An application has been made to the Executive for a further extension of time to despatch the Scheme Document from 10 August 2009 to no later than 24 August 2009.

A detailed timetable relating to the Proposal will be set out in the Scheme Document and in the announcement to be issued upon the despatch of the Scheme Document.

**Shareholders, holders of other securities and/or potential investors should be aware that the implementation of the Proposal is subject to the conditions of the Proposal being fulfilled or waived, as applicable, and thus may or may not become effective. Shareholders, holders of other securities and potential investors are advised to exercise caution when dealing in the Shares or other securities of the Company.**

By Order of the Board  
**Stone Group Holdings Limited**  
**DUAN Yongji**  
*Chairman*

Hong Kong, 5 August 2009

*As at the date of this announcement, the Board of the Company comprises ten Directors, of which Messrs. DUAN Yongji, SHI Yuzhu, SHEN Guojin, CHEN Xiaotao, ZHANG Disheng and LIU Zuowei are executive Directors, Mr. CHENG Fumin is non-executive Director and Messrs. NG Ming Wah, Charles, Andrew Y. YAN and LIU Jipeng are independent non-executive Directors.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.*