

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness, and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of Stone Group Holdings Limited (the “Company”).



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 CHANGE IN EXPECTED TIMETABLE

Financial Adviser to Stone Group Holdings Limited



Macquarie Capital (Hong Kong) Limited

**Independent financial adviser to the Independent Board Committee of
Stone Group Holdings Limited**



Anglo Chinese Corporate Finance, Limited

The High Court hearing of the petition to sanction the Scheme was held on 21 October 2009. In accordance with the directions of the High Court, the hearing was adjourned to 5 November 2009 and the expected timetable in connection with the Proposal will be changed accordingly.

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 scheme document dated 31 August 2009 issued by the Company (the “Scheme Document”) in relation to the proposed privatisation of the Company by way of a scheme of arrangement under Section 166 of the Companies Ordinance and the announcement of the Company dated 7 October 2009 regarding a change in the expected timetable.

Unless the context otherwise requires, terms defined in the Scheme Document shall have the same meanings when used herein. All references in this announcement to times and dates are references to Hong Kong times and dates.

FURTHER CHANGE IN EXPECTED TIMETABLE

The High Court hearing of the petition to sanction the Scheme was held on 21 October 2009. In accordance with the directions of the High Court, the hearing was adjourned to 5 November 2009 in order that the proposed reduction of capital under the Proposal may be particularly highlighted to the Company’s creditors by way of advertisement in two local newspapers. Accordingly, the expected timetable in connection with the Proposal will be changed as follows:

Closure of the register of members of
the Company for determination of
entitlements of the Independent
Shareholders under the Scheme from Tuesday, 13 October 2009 to
Thursday, 5 November 2009
(both dates inclusive)

High Court adjourned hearing of
the petition to sanction the Scheme Thursday, 5 November 2009

Record Time 4:00 p.m. on Thursday, 5 November 2009

Announcement of the results of
the High Court hearing of
the petition to sanction the Scheme no later than 7:00 p.m. on
Thursday, 5 November 2009

Effective Date Friday, 6 November 2009

Lapse of the Options Friday, 6 November 2009

Withdrawal of the listing of the Shares on
the Stock Exchange becomes effective after close of business on
Friday, 6 November 2009

Announcement of the Effective Date and
withdrawal of listing of the Shares on
the Stock Exchange Friday, 6 November 2009

Cheques for cash payment under
the Scheme and the Option Proposal
to be dispatched. on or before Friday, 13 November 2009

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, 21 October 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.