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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**

**SANCTION OF THE SCHEME OF ARRANGEMENT BY THE HIGH COURT**

**Financial Adviser to Stone Group Holdings Limited**



**Macquarie Capital (Hong Kong) Limited**

**SANCTION OF THE SCHEME OF ARRANGEMENT BY THE HIGH COURT**

The Scheme was sanctioned and the reduction of the capital of the Company was confirmed by the High Court on Thursday, 5 November 2009.

The Court Order and the Minute will be delivered to the Registrar of Companies for registration on Friday, 6 November 2009.

Subject to the registration of the Court Order and the Minute by the Registrar of Companies, all the Conditions as set out in the Scheme Document have been fulfilled or waived (as applicable) and accordingly, the Scheme is expected to become effective on Friday, 6 November 2009.

## **WITHDRAWAL OF THE LISTING OF THE SHARES**

The Stock Exchange has approved the withdrawal of the listing of the Shares on the Stock Exchange with effect from the close of business on Friday, 6 November 2009, subject to the Scheme becoming effective.

## **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.

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.

## **SANCTION OF THE SCHEME OF ARRANGEMENT BY THE HIGH COURT**

The Scheme was sanctioned and the reduction of the capital of the Company was confirmed by the High Court on Thursday, 5 November 2009.

An office copy of the order of the High Court dated 5 November 2009 (the “Court Order”) and a minute approved by the High Court relating to the reduction of the capital of the Company containing the particulars required by Section 61 of the Companies Ordinance (the “Minute”) will be delivered to the Registrar of Companies for registration on Friday, 6 November 2009.

Subject to the registration of the Court Order and the Minute by the Registrar of Companies, all the Conditions as set out in the Scheme Document have been fulfilled or waived (as applicable) and accordingly, the Scheme is expected to become effective on Friday, 6 November 2009.

## **WITHDRAWAL OF THE LISTING OF THE SHARES**

The Stock Exchange has approved the withdrawal of the listing of the Shares on the Stock Exchange with effect from the close of business on Friday, 6 November 2009, subject to the Scheme becoming effective. An announcement will be made by the Company when the Scheme and the withdrawal of the listing of the Shares on the Stock Exchange become effective.

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

Hong Kong, 5 November 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.*