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# NGAI LIK INDUSTRIAL HOLDINGS LIMITED (毅力工業集團有限公司)\*

(Incorporated in Bermuda with limited liability)
(Stock Code: 332)

# ANNOUNCEMENT OF RESULTS FOR THE YEAR ENDED 31 MARCH 2013

#### **RESULTS**

The Board of Directors (the "Directors") of Ngai Lik Industrial Holdings Limited (the "Company") is pleased to announce the audited consolidated results of the Company and its subsidiaries (the "Group") for the year ended 31 March 2013, together with the comparative figures, as follows:

# I. CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 MARCH 2013

	NOTES	2013 HK\$'000	2012 HK\$'000
Gross amounts of oil and gas sales contracts Gross amounts of oil and gas purchase contracts Related costs of oil and gas sales and purchase contracts		6,150,668 (6,141,195)	1,897,729 (1,888,794) (9,234)
Consultancy service fee income, net of expense		620	3,257
Net income from oil and gas contracts and consultancy service		10,093	2,958
Revenue (EMS business) Cost of sales (EMS business)		1,499 (1,469)	100,861 (99,536)
Gross profit from EMS business Other income Gain on deconsolidation of subsidiaries Other operating expenses Selling and distribution expenses (EMS business) Administrative expenses Finance costs Impairment loss on investment in an associate	3	30 84 — — (10,170) (2,747)	1,325 535 152,797 (37) (421) (30,551) (1,189) (38)
(Loss) profit before tax Income tax expense	4	(2,710) (220)	125,379 (277)
(Loss) profit for the year	5	(2,930)	125,102
Other comprehensive income for the year Exchange differences arising on translation Total comprehensive (expense) income for the year		45 (2,885)	214 125,316
(Loss) earnings per share — basic	6	(HK\$0.29)	HK\$15.65

# II. CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AT 31 MARCH 2013

	NOTES	2013 HK\$'000	2012 HK\$'000
Non-current Assets Property, plant and equipment Interest in an associate	_	461 —	10
		461	10
Current Assets Receivables arising from oil and gas sales contracts	7	982,233	222,832
Utility deposits Tax recoverable Bank balances and cash		317 269 101,586	113,343
	_	1,084,405	336,175
Current Liabilities Other payables and accruals Payables arising from oil and gas purchase contracts Bills payable Amount due to immediate holding company Amounts due to related companies Amount due to an associate Tax payable	8 9 10	1,536 986,489 — 7,750 — 38 217 — 996,030	5,417 96,678 122,285 7,750 11,943 38 353
Net Current Assets	_	88,375	91,711
<b>Total Assets less Current Liabilities</b>	=	88,836	91,721
Capital and Reserves Share capital Reserves	_	101,959 (13,123)	101,959 (10,238)
Total Equity	=	88,836	91,721

#### III. NOTES

# 1. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSS")

In the current year, the Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

Amendments to HKAS 12 Deferred Tax: Recovery of Underlying Assets; and

Amendments to HKFRS 7 Financial Instruments: Disclosures — Transfers of Financial Assets;

The application of these new and revised HKFRSs in the current year has had no material impact on the Group's financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

The Group has not early applied the following new and revised HKFRSs that have been issued but are not yet effective.

Amendments to HKFRSs
Annual Improvements to HKFRSs 2009–2011 Cycle<sup>1</sup>
Disclosures—Offsetting Financial Assets and Financial Liabilities<sup>1</sup>
Amendments to HKFRS 9
and HKFRS 9
and HKFRS 7

Amendments to HKFRS 10

Consolidated Financial Statements, Joint Arrangements and Disclosures

Amendments to HKFRS 10, Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance<sup>1</sup>

Amendments to HKFRS 10, Investment Entities<sup>2</sup> HKFRS 12 and HKAS 27

HKFRS 9 Financial Instruments<sup>3</sup>

HKFRS 10 Consolidated Financial Statements<sup>1</sup>

HKFRS 11 Joint Arrangements<sup>1</sup>

HKFRS 12 Disclosure of Interests in Other Entities<sup>1</sup>

HKFRS 13 Fair Value Measurement<sup>1</sup>

Amendments to HKAS 1 Presentation of Items of Other Comprehensive Income<sup>4</sup>

HKAS 19 (as revised in 2011) Employee Benefits<sup>1</sup>

HKAS 27 (as revised in 2011) Separate Financial Statements<sup>1</sup>

HKAS 28 (as revised in 2011)

Amendments to HKAS 32

Offsetting Financial Assets and Financial Liabilities<sup>2</sup>

Offsetting Financial Assets and Financial Liabilities<sup>2</sup>

HK(IFRIC) — Int 20 Stripping Costs in the Production Phase of a Surface Mine<sup>1</sup>

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2013
- <sup>2</sup> Effective for annual periods beginning on or after 1 January 2014
- Effective for annual periods beginning on or after 1 January 2015
- Effective for annual periods beginning on or after 1 July 2012

The directors of the Company anticipate that the application of the new and revised HKFRSs will have no material impact on the results and the financial position of the Group.

#### 2. SEGMENT INFORMATION

Reportable and operating segments are identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker (i.e. the chairman and chief executive officer) for the purpose of allocating resources to segments and assessing their performance.

The Group's reportable and operating segments are as follows:

EMS business — Design and sale of electronic and electrical products.

Oil and gas transactions — Entering into oil and gas sales and purchase contracts and provision

of consultancy services in relation to such contracts.

### Segment results

For the year ended 31 March 2013

	EMS business HK\$'000	Oil and gas transactions HK\$'000	Consolidated HK\$'000
Segment turnover to external customers Less: Gross amount of oil and gas purchase contracts	1,499 	6,151,288 (6,141,195)	6,152,787 (6,141,195)
Net income from oil and gas contracts and consultancy service		10,093	
Revenue (EMS business)	1,499		
Segment results	30	7,346	7,376
Unallocated income Unallocated expenses		_	84 (10,170)
Loss before tax		_	(2,710)
For the year ended 31 March 2012			
	EMS business HK\$'000	Oil and gas transactions <i>HK\$</i> '000	Consolidated HK\$'000
Segment turnover to external customers Less: Gross amount of oil and gas purchase contracts Less: Related costs of oil sales and purchase contracts	100,861	1,900,986 (1,888,794) (9,234)	2,001,847 (1,888,794) (9,234)
Net income from oil and gas contracts and consultancy service		2,958	
Revenue (EMS business)	100,861		
Segment results	904	1,769	2,673
Unallocated income Unallocated expenses Gain on deconsolidation of subsidiaries Impairment loss on investment in an associate		_	535 (30,588) 152,797 (38)
Profit before tax		=	125,379

## Segment assets and liabilities

No segment assets and liabilities are presented as the chief operating decision maker does not review them for the purpose of allocating resources and assessing performance.

#### Geographical segments

The following table provides an analysis of the Group's segment turnover from oil and gas transactions and revenue (EMS business) by geographical market and the Group's non-current assets by geographical location of the assets, irrespective of the origin of the goods delivered or services rendered:

	Segment turnover from		Rever	Revenue				
	oil and gas transactions (EMS business)		oil and gas transactions		ansactions (EMS business)		Non-curren	t assets
	2013	2012	2013	2012	2013	2012		
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK'000		
Singapore	527,346	586,826	_	_	_	_		
Malaysia	1,117,381	539,536		_		_		
The PRC, other than Hong Kong	4,336,638	344,180			20	10		
Japan	30,208	_	_	_	_	_		
Taiwan	139,715	_	_	_	_	_		
Korea	_	319,191			_	_		
Thailand	_	111,253	_		_	_		
The Middle East	_		1,499	70,680	_	_		
United States of America	_		_	13,154	_	_		
Hong Kong	_				441	_		
Others				17,027				
	6,151,288	1,900,986	1,499	100,861	461	10		

#### Information about major customers

Revenue from one (2012: three) customer, an independent third party, in the EMS business amounted to approximately HK\$1,499,000 (2012: HK\$99,565,000) in aggregate, which individually represents more than 10% of the segment revenue from EMS business.

Segment turnover from five (2012: three) customers, including a company established in the PRC (the "PRC Entity") which Mr. Wang Jianqing, the chairman, chief executive officer and executive director of the Company, is a general manager of the PRC Entity and its subsidiary established in Singapore, in the oil and gas transactions amounted to approximately HK\$6,091,664,000 (2012: HK\$1,659,645,000) in aggregate, which individually represents more than 10% of the segment turnover from oil and gas transactions.

#### 3. GAIN ON DECONSOLIDATION OF SUBSIDIARIES

Pursuant to a notice of liquidators' appointment dated 29 September 2011 ("Notice"), Messrs. Mak Ka Wing, Patrick and Tse Ka Lok were appointed as the joint and several liquidators of Pacific Rise Holdings Limited ("Pacific Rise") (formerly known as Top Novel Limited), a direct wholly-owned subsidiary of the Company, as approved in form of written resolutions by the Company in respect of the winding up of Pacific Rise on the same date. Such Notice together with other relevant documents were submitted and filed in the Registrar of Corporate Affairs in the territory of the British Virgin Islands in October 2011. The Group lost control over the operating and financing activities of Pacific Rise on 29 September 2011 and, accordingly, Pacific Rise ceased to be a subsidiary of the Company and the assets and liabilities of Pacific Rise together with its subsidiaries (collectively the "Pacific Rise Group") were deconsolidated from that of the Group since 29 September 2011. Pacific Rise Group has been engaged in EMS business. The Group recognised a gain arising from deconsolidation of the Pacific Rise Group which had net liabilities at the time the Group's control was lost during the year ended 31 March 2012. Confirmed with the administrator of Pacific Rise, the Pacific Rise Group was still under winding up process as at 31 March 2013.

Analysis of net liabilities of Pacific Rise Group over which control was lost was as follows:

	2012 HK\$'000
Property, plant and equipment	7
Cash and bank balances	531
Trade and other receivables	4,154
Trade and other payables and accruals	(139,610)
Obligations under finance leases	(35)
Provision	(17,844)
Net liabilities derecognised	(152,797)
Gain on deconsolidation of subsidiaries recognised during the year ended 31 March 2012	152,797
Net cash outflow upon deconsolidation of subsidiaries	531
INCOME TAX EXPENSE	
2013	2012
HK\$'000	HK\$'000
Current year:	
Hong Kong Profits Tax 220	259
PRC	18
220	277

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

4.

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the statutory tax rate of the Company's PRC subsidiaries is 25%.

The income tax expense for the year can be reconciled to the (loss) profit before tax per the consolidated statement of comprehensive income as follows:

	2013	2012
	HK\$'000	HK\$'000
(Loss) profit before tax	(2,710)	125,379
Tax at domestic income tax rate of 16.5% (2012: 16.5%)	(447)	20,688
Tax effect of expenses not deductible for tax purpose	_	1,218
Tax effect of income not taxable for tax purpose	(9)	(25,215)
Tax effect of tax losses not recognised	735	3,576
Utilisation of tax losses previously not recognised	(46)	_
Effect of different tax rates of subsidiaries operating in other jurisdictions	(63)	17
Others	50	(7)
Income tax expense for the year	220	277

#### 5. (LOSS) PROFIT FOR THE YEAR

	2013 HK\$'000	2012 HK\$'000
(Loss) profit for the year has been arrived at after charging:		
Directors' emoluments	2,151	1,356
Contributions to retirement benefit scheme of other staff	395	254
Other staff costs:		
- severance payment to a director of a subsidiary	_	7,636
— salaries and other staff benefits	1,841	12,969
Total staff costs	4,387	22,215
Depreciation of property, plant and equipment	12	1
Auditor's remuneration	800	1,020
Exchange loss, net	1	37
Cost of inventories recognised as expense*		99,536

During the year ended 31 March 2012, direct labour costs included in cost of inventories recognised as an expense amounted to HK\$1,469,000 are also included in other staff costs. There was no such expense recognised during the year ended 31 March 2013.

#### 6. (LOSS) EARNINGS PER SHARE

The calculation of the basic (loss) earnings per share attributable to the owners of the Company is based on

the following data:	on nero or the comput	1, 10 04004 011
	2013	2012
	HK\$'000	HK\$'000
(Loss) earnings		
(Loss) profit for the year attributable to owners of the		
Company for the purposes of basic (loss) earnings per share	(2,930)	125,102
	Number of ordin	ary shares
	2013	2012
Number of shares		
Weighted average number of ordinary shares for the purposes	1 010 500 050	500 420 055
of basic (loss) earnings per share	<u>1,019,592,858</u> _	799,438,055

Diluted (loss) earnings per share are not presented as the Company does not have any potential ordinary shares during the years ended 31 March 2012 and 2013.

#### RECEIVABLES ARISING FROM OIL AND GAS SALES CONTRACTS 7.

Receivables arose from oil and gas sales contracts which are settled either by letter of credit or bills issued by banks with high credit-ratings assigned by international credit-rating agencies and are receivable with an average credit period ranging from seven days to six months after the date of delivery of commodity to customers or by telegraphic transfer.

The following is an aged analysis of these receivables presented, based on the invoice date, at the end of the reporting period.

	2013	2012
	HK\$'000	HK\$'000
Current-30 days	385,413	99,210
31–60 days	583,207	_
61–90 days	_	_
> 90 days	13,613	123,622
	982,233	222,832

No receivables had been past due at the end of the reporting period.

As at 31 March 2012, receivables of HK\$123,622,000 had been discounted to several banks with recourse. Accordingly, the Group continues to recognise the full carrying amount of these receivables and has recognised the cash received as a secured borrowing (see note 10).

Receivables arising from oil and gas sales contracts denominated in currencies other than functional currencies of the relevant group entities are set out below:

		2013 HK\$'000	2012 HK\$'000
	RMB	385,805	85,442
8.	OTHER PAYABLES AND ACCRUALS		
		2013	2012
		HK\$'000	HK\$'000
	Other payables	156	4,413
	Accruals (note)	1,380	1,004
		1,536	5,417

Note: The amount mainly represented the accrued rental expense and audit fee.

#### 9. PAYABLES ARISING FROM OIL AND GAS PURCHASE CONTRACTS

Payables arising from oil and gas purchase contracts are granted by suppliers with an average credit period ranging from seven days to six months after the bills of lading date of delivery.

The following is an aged analysis of these payables presented, based on the invoice date, at the end of the reporting period:

	2013	2012
	HK\$'000	HK\$'000
Current–30 days	384,532	90,637
31–60 days	584,940	_
61–90 days	_	_
> 90 days	17,017	6,041
	986,489	96,678

Payables arising from oil and gas contracts denominated in currencies other than functional currencies of the relevant group entities are set out below:

		2013 HK\$'000	2012 HK\$'000
	RMB	392,241	84,147
10.	BILLS PAYABLE		
			2012
			HK\$'000
	Secured borrowings		
	Discounted bills with recourse		123,622
	Less: upfront interest paid		(1,337)
		_	122,285

The Group entered into oil and gas contracts during both years ended 31 March 2013 and 2012. Certain receivables arising from oil and gas contracts were discounted to banks with recourse to facilitate the operation of the oil and gas transactions during the year ended 31 March 2012. Accordingly, the Group continued to recognise these discounted bill receivables (see note 7) and has recognised the cash received as borrowings. Discounted bills with recourse are interest bearing at fixed rate with a range from 3.87% to 5.10% per annum. Finance cost were charged to profit or loss over the relevant period of the discounted bills with recourse amounted to approximately HK\$2,747,000 (2012: HK\$1,189,000) during the year ended 31 March 2013. The interest rate is determined at the date of inception.

#### DIVIDEND

The Board of Directors did not recommend the payment of a final dividend for year ended 31 March 2013 (2012: Nil).

#### **CHAIRMAN'S STATEMENT**

During the financial year, the Group suffered from a loss of approximately HK\$3 million, as compared to a gain of approximately HK\$125 million in the prior period. The gain in the last period was mainly attributable to a substantial gain of approximately HK\$153 million arising from the deconsolidation of subsidiaries upon its voluntary winding-up on 29 September 2011. Turnover of the Group for the year ended 31 March 2013 increased to approximately HK\$6,153 million from approximately HK\$2,002 million.

The oil and gas trading division has contributed a turnover of approximately HK\$6,151 million for the year ended 31 March 2013. The growth was mainly attributable to the open offer completed on 14 March 2012, which allowed the division to capture more business opportunities with the enlarged working capital.

In view of the critical business environment for export-manufacturing, the management continued to downsize the Group's EMS operation. As a result, the EMS division's turnover decreased to approximately HK\$2 million for the year ended 31 March 2013.

Going forward, the Group will continue to leverage on the experience and network of our management and to develop its oil and gas trading business platform. The Group will seek to expand its product range and continue to seek and cover trade areas such as Singapore and other countries in Asia Pacific region.

In the mean time, the Group endeavors to explore new business opportunities in order to create value for its shareholders.

#### MANAGEMENT DISCUSSION AND ANALYSIS OF THE GROUP FINANCIAL REVIEW

#### **Turnover**

The Group's turnover increased to approximately HK\$6,153 million for the year ended 31 March 2013, an increase of approximately 207% as compared to the preceding financial period. The rise was mainly attributable to the continued growth of oil and gas trading business which reported a turnover of approximately HK\$6,151 million during the year.

#### **Gross Profit**

The gross profit was about HK\$10 million for the year ended 31 March 2013, an increase of approximately 135% as compared to the preceding financial period.

### **Expenses**

The Group's administrative expenses for the year ended 31 March 2013 totalled to approximately HK\$10 million, representing a decrease of approximately 67% as compared to the preceding financial period. The Group's finance costs amounted to approximately HK\$3 million, representing an increase of approximately 131% as compared to the preceding financial period.

#### Working Capital Management

As at 31 March 2013, the Group maintained bank balances and cash of approximately HK\$102 million (31 March 2012: approximately HK\$113 million), representing a decrease of approximately 10% as compared to the preceding financial period.

## Financing and Capital Structure

For the year ended 31 March 2013 and 31 March 2012, the Group has no debts.

### Capital Expenditure on Property, Plant and Equipment

Total capital expenditure for the year was approximately HK\$463,000 (31 March 2012: HK\$11,000).

### Liquidity and Financial Resources

The net assets of the Group as at 31 March 2013 were HK\$89 million (31 March 2012: HK\$92 million). The current ratio was approximately 1.1 (31 March 2012: approximately 1.4). Shareholders' equity was approximately HK\$89 million (31 March 2012: approximately HK\$92 million).

### Pledge of Assets

As at 31 March 2013, none of the Group's assets were pledged.

### **Capital Commitments**

As at 31 March 2013, the Group had no material capital commitments.

### **Treasury Policy**

The majority of the Group's sales and purchases are denominated in US Dollars and Renminbi. As Hong Kong Dollars and US Dollars are pegged, the Group had minimum exposure to foreign exchange fluctuation in this respect. The exposure of exchange fluctuation in respect of Renminbi is also limited, as there are no significant differences of the carrying amount of the monetary assets and liabilities which are denominated in Renminbi. The Group still monitors the overall currency and interest rate exposures.

### **Employee Information**

As at 31 March 2013, the Group had approximately 20 employees (31 March 2012: 20). The remuneration packages are generally structured with reference to market conditions and the individual qualifications. Salaries and wages of the Group's employees are normally reviewed on an annual basis based on performance appraisals and other relevant factors.

#### CORPORATE GOVERNANCE

The Company has complied with all the applicable code provisions set out in the Code on Corporate Governance Practices ("the CG Code") in Appendix 14 of the Listing Rules throughout the year ended 31 March 2013, together with the deviations from CG Code provision A2.1 in respect of the separate of roles of the Chairman and the chief executive officer and A4.2 in respect of the re-election of directors who are appointed to fill causal vacancy. The Group's compliance with the provision of the Code together with reasons for the deviations are set in the corporate governance report contained in the Company's 2013 Annual Report to be issued in July 2013.

#### **AUDIT COMMITTEE**

The Audit Committee has reviewed the consolidated financial statements of the Group for the year ended 31 March 2013. The Audit Committee comprises three independent non-executive directors, namely, Dr. Leung Hoi Ming, Mr. Wong Chi Keung and Mr. Tom Xie.

### SCOPE OF WORK OF MESSRS. DELOITTE TOUCHE TOHMATSU

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of comprehensive income and the related notes thereto for the year ended 31 March 2013 set out in the Preliminary Announcement have been agreed by the Group's auditor Messrs. Deloitte Touche Tohmatsu, to the amounts set out in the Group's audited consolidated financial statements for the year. The work performed by Messrs. Deloitte Touche Tohmatsu in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressed by Messrs. Deloitte Touche Tohmatsu on the preliminary announcement.

### COMPLIANCE WITH CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding directors' securities transactions (the "Model Code"). Having made specific enquiry of all directors of the Company, the directors of the Company have complied with the required standard set out in the Model Code throughout the year ended 31 March 2013.

#### DEALING IN COMPANY'S LISTED SECURITIES

During the year, there were no purchases, sale or redemption by the Company or any of its subsidiaries, of the Company's listed securities.

## PUBLICATION OF ANNUAL RESULTS AND ANNUAL REPORT

This announcement of results is available for viewing on the website of Hong Kong Exchange and Clearings Limited at www.hkex.com.hk under "Latest Listed Company Information" and on the website of IR Asia Limited at www.irasia.com/listco/hk/ngailik/. The annual report of the Company contained all the information required by the Listing Rules will be published on the above websites in due course.

By order of the Board
Wang Jianqing
Chairman and Chief Executive Officer

Hong Kong, 24 June 2013

As at the date of this announcement, the executive Directors are Mr. Wang Jianqing and Mr. Pan Junfeng; and the Independent non-executive Directors are Dr. Leung Hoi Ming, Mr. Wong Chi Keung and Mr. Tom Xie.

\* For identification purpose only