

### Monthly Return of Equity Issuer on Movements in Securities

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Ngai Lik Industrial Holdings Limited
Date Submitted	03/04/2014

## I. Movements in Authorised Share Capital

1. Ordinary Shares					
(1) Stock code : <u>332</u> Descri	ption :	Ngai Li	Lik Ind		
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)		
Balance at close of preceding month	10,000,000,000	0.10	1,000,000,000.00		
Increase/(decrease)	Nil		Nil		
Balance at close of the month	10,000,000,000	0.10	1,000,000,000.00		
(2) Stock code : <u>N/A</u> Descri	ption :	N/A			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)		
Balance at close of preceding month					
Increase/(decrease)					
Balance at close of the month					

# 2. Preference Shares

Stock code :	N/A	Description :	N/A	A
		No. of pre shar	Par value (State currency)	Authorised share capital (State currency)
Balance at close of	preceding 1	nonth	 	
Increase/(decrease)				
Balance at close of	the month		 	

#### 3. Other Classes of Shares

Stock code :	N/A	_Description :	N/A	Α
		No. of other classes of shares	Par value (State s currency)	Authorised share capital (State currency)
Balance at close of	preceding r	nonth		
Increase/(decrease)	)			
Balance at close of	the month			

Total authorised share capital at the end of the month (*HK\$*): 1,000,000,000.00

# II. Movements in Issued Share Capital

	No. of ordin	ary shares	No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of preceding month	1,019,592,858	N/A	N/A	N/A
Increase/ (decrease) during the month	N/A	N/A	N/A	N/A
Balance at close of the month	1,019,592,858	N/A	N/A	N/A

# III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including AGM approval date		Movement dur	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at		
(dd/mm/yyyy) and class of shares issuable	Granted	Exercised	Cancelled	Lapsed		close of the month
<u>1. N/A</u>						
( / / ) shares (Note 1)						
2						
( / / ) shares (Note 1)						
3.						
( / / ) shares (Note 1)						
		Т	otal A. (Ordin		N/A	
				ence shares)	<u>N/A</u> N/A	
Total funds raised dur	ring the month	from exercise o		Other class)	1N/A	
options (HK\$)	ing the month	nom excicise 0		N/A		

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal		f dı	xercised uring the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1. N/A</u>							
( / / ) Stock code (if listed) Class of shares issuable (Note 1) Subscription price							
EGM approval date (if applicable) (dd/mm/yyyy)	( / /	)					
<u>2.</u>		)					
( / / )   Stock code (if listed)   Class of shares   issuable (Note 1)   Subscription price							
EGM approval date (if applicable) (dd/mm/yyyy) <u>3.</u>	( / /	)					
( / / ) Stock code (if listed) Class of shares issuable ( <i>Note 1</i> )							
Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4.	( / /	)					
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price							
EGM approval date (if applicable) (dd/mm/yyyy)	( / /	)					
			Total B.		nary shares)	N/A	
					ence shares) Other class)	N/A N/A	

		For Main Board and GEM listed issuers					
Convertibles (i.e. Convertible in Convertible in Class and description		Amount at close of preceding month	be Listed) Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
1. N/A							
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)) 2.	( / /)	·					
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3.	( / /) 						
Stock and (if listed)							
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4.	( / / )						
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)		·	Fotol C (Ordi				
			Fotal C. (Ordin Prefere	ence shares)	N/A N/A	<u>.</u>	
				Other class)	N/A N/A		

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy),	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
if applicable, and class of shares issuable:		
1. On 17 March 2014, Firmwill Investment Limited ("the Purchaser"),		
Ying Hui Limited ("the Vender") and the Vender's shareholders		
entered into the Supplemental Agreement pursuant to which parties		
agreed to (i) extend the Long Stop Date; (ii) revise the consideration		
for the Acquisition with reference to the Unaudited 2013 Profit and		
the relevant settlement arrangements; (iii) cancel the Profit		
Guarantee; and (iv) amend the conditions precedent to the UDL SPA		
to reflect the changes relating to the New consideration and the		
cancellation of the Profit Guarantee. Pursuant to the terms of the		
Supplemental Agreement, the New Consideration of		
HK\$3,068,246,340 (subject to adjustment with reference to the		
Audited 2013 Profit) shall be settled (i) as to HK\$70,000,000 to be	-	
deemed as paid in cash by the Cash Deposit; and (ii) as to the		
balance of HK\$2,998,246,340 by procuring the Company to issue		
and allot to the Vendor's Shareholders (and/or their respective	-	
nominee(s)) of a total of 4,283,209,057 Consideration Shares at an	_	
issue price of HK\$0.70 per Consideration Share.	_	
(For more details, please refer to the Company's announcements	-	
dated 28 October 2013, 16 December 2013, 24 January 2014, 30	_	
January 2014 and 17 March 2014)	_	
Ordinary charge (Note 1)	N/ A	4 282 200 057
Ordinary shares (Note 1)	N/A	4,283,209,057
2	_	
	_	
	_	
	_	
shares (Note 1)		
3	_	
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	-
(Other class)	N/A	-
		-

Other Movements in Issued Share Capital

	Type of Issue	ssued Share Capital				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
			Class of shares issuable ( <i>Note 1</i> )				
1.	Rights issue	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
			Class of shares issuable ( <i>Note 1</i> )				
2.	Open offer	At price : State	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
			Class of shares issuable ( <i>Note 1</i> )				
3.	Placing	At price : State	Issue and allotment date : (dd/mm/yyyy)	( / /			
			EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
			Class of shares issuable ( <i>Note 1</i> )				
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A

	Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
		Class of shares issuable ( <i>Note 1</i> )				
5.	Scrip dividend At price : State currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
		EGM approval date: (dd/mm/yyyy)	( / /	)		
					N/A	N/A
		Class of shares repurchased ( <i>Note 1</i> )				
6.	Repurchase of shares	Cancellation date : (dd/mm/yyyy)	( / /	)		
		EGM approval date: (dd/mm/yyyy)	( / /	)	N7/A	
					<u>N/A</u>	N/A
		Class of shares redeemed ( <i>Note 1</i> )				
7.	Redemption of shares	Redemption date : (dd/mm/yyyy)	( / /	)		
		EGM approval date: (dd/mm/yyyy)	( / /	)		
					N/A	N/A
		Class of shares issuable ( <i>Note 1</i> )				
8.	Consideration issue At price : State currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
		EGM approval date: (dd/mm/yyyy)	( / /	)		
					N/A	N/A

			For Main Board and GEM listed issuers			
	Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9.	Capital reorganisation		date : (dd/mm/yyyy)	/ / )	N/A	N/A
10	. Other (Please specify)	At price : State	date : (dd/mm/yyyy)	/ / <b>)</b> / / <b>)</b>	N/A	N/A
			(Prefer	nary shares ence shares Other class	s) N/A	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	N/A		
	(2)	N/A		
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	N/A			
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	N/A			
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)				

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Remarks (if any):

Submitted by: Wan Oi Ming Kevin for and on behalf of Ngai Lik Industrial Holdings Limited
Company Secretary   (Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. *If there is insufficient space, please append the prescribed continuation sheet.*