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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)

**(I) DESPATCH OF CIRCULAR RELATING TO
VERY SUBSTANTIAL ACQUISITION AND
CONNECTED TRANSACTION IN RELATION TO
THE ACQUISITION OF UNION HONOR LIMITED
INVOLVING THE ISSUE OF CONSIDERATION SHARES;
PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR; AND
PROPOSED CHANGE OF COMPANY NAME;
(II) FINALISATION OF THE CONSIDERATION;
AND
(III) RECORD DATE FOR ATTENDANCE AND
VOTING AT THE SPECIAL GENERAL MEETING**

(I) DESPATCH OF CIRCULAR

Reference is made to the announcements (the “**Announcements**”) issued by Ngai Lik Industrial Holdings Limited (the “**Company**”) dated 28 October 2013 and 17 March 2014 in relation to, among other things, the proposed acquisition of the entire equity interest in Union Honor Limited by the Company, the proposed change of name of the Company and the proposed appointment of an executive director of the Company. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

The Circular containing, among other things, (i) further information on UHL Group, the UHL SPA (as amended and supplemented by the Supplemental Agreement) and the transactions contemplated thereunder (including but not limited to the issue and allotment of the Consideration Shares), the proposed appointment of an executive Director and the proposed change of name of the Company; (ii) the recommendation from the Independent Board Committee relating to the Acquisition; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the terms of the UHL SPA (as amended and

supplemented by the Supplemental Agreement) and the transactions contemplated thereunder; (iv) the financial information of UHL Group and Yuanheng Gas Group; (v) the valuation report of the property interests of UHL Group; (vi) the unaudited pro forma financial information of the Enlarged Group upon Completion; and (vii) notice of the SGM, was despatched to the Shareholders on 15 April 2014.

The SGM will be held at Hong Kong General Chamber of Commerce, 22/F., United Centre, 95 Queensway, Hong Kong on 8 May 2014 at 9:45 a.m., details of which are set out in the notice of the SGM set out in the Circular.

(II) FINALISATION OF THE CONSIDERATION

In accordance with the terms of the UHL SPA (as amended and supplemented by the Supplemental Agreement), the Purchaser and the Vendor agreed that the Consideration of HK\$3,068,246,340 is subject to adjustment if the audited consolidated net profit (after tax but excluding minority interests) of UHL Group for the year ended 31 December 2013 (the “**Audited 2013 Profit**”) extracted from the consolidated financial statements of UHL Group for the year ended 31 December 2013 which was audited and reported on by the auditors of UHL (the “**Accounts**”) times the price to earnings ratio (the “**P/E**”) of UHL Group of 18 times (the “**Actual Value**”) is over 5% lesser than the Consideration. In such event, the Purchaser and the Company shall have the right to offset the divergence between the Actual Value and the Consideration (the “**Divergence**”) on a dollar for dollar basis against the portion of the Consideration to be satisfied by the issue and allotment of the Consideration Shares to the Vendor’s Shareholders of HK\$2,998,246,340 and adjust the number of the Consideration Shares to be allotted and issued to each of the Vendor’s Shareholders (and/or their respective nominee(s)) pro-rata to their respective shareholding in the Vendor. For the avoidance of doubt, there should not be any adjustment to the Consideration if (i) the Actual Value is more than the Consideration; or (ii) the Divergence is less than or equal to 5% of the Consideration (equivalent to approximately HK\$153,412,317).

As the Audited 2013 Profit extracted from the Accounts set out in the Circular (i) amounts to RMB134,219,000 (equivalent to approximately HK\$170,458,471); and (ii) times the P/E of UHL Group of 18 times being not less than the Consideration of HK\$3,068,246,340, the Board is pleased to announce that no adjustment to the Consideration is required to be made under the abovementioned terms of the UHL SPA (as amended and supplemented by the Supplemental Agreement).

(III) RECORD DATE FOR ATTENDANCE AND VOTING AT THE SPECIAL GENERAL MEETING

The Board further announces that Shareholders whose names appear on the register of members of the Company on 7 May 2014, being the record date, are entitled to attend and vote at the SGM.

In order to qualify for attending and voting at the SGM, all validly executed transfer documents accompanied by the relevant share certificates (and such other documents as may be required) must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 7 May 2014. Only shareholders registered as a member of the Company on Wednesday, 7 May 2014 shall be entitled to vote at the SGM.

By Order of the Board
Ngai Lik Industrial Holdings Limited
Wan Oi Ming Kevin
Company Secretary

Hong Kong, 15 April 2014

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*