



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

For the month ended (dd/mm/yyyy) : 31/10/2013

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Ngai Lik Industrial Holdings Limited

Date Submitted 06/11/2013

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

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





## Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during 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
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 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. (Ordinary shares)	N/A	
				(Preference shares)	N/A	
				(Other class)	N/A	

## Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	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 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 C. (Ordinary shares)	N/A	
				(Preference shares)	N/A	
				(Other class)	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), if applicable, and class of shares issuable:	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
<p>1. On 28 October 2013 (after trading hours), Firmwill Investment Limited (“the Purchaser”), Ying Hui Limited (“the Vender”) and the Vender’s shareholders entered into the UHL SPA, pursuant to which the Purchaser conditionally agreed to acquire and the Vendor conditionally agreed to dispose of the Sale Shares, representing the entire issued share capital of Union Honor Limited at the total consideration of HK\$2,861,775,000, which will be satisfied as to (i) HK\$70,000,000 to be deemed as paid in cash by the Deposit; (ii) HK\$1,953,875,000 by procuring the Company to issue and allot to the Vendor’s Shareholders of a total of 2,791,250,000 Consideration Shares at an issue price of HK\$0.70 per Consideration Share; and (iii) the balance of HK\$837,900,000 by procuring the Company to issue and allot to the Vendor’s Shareholders of a total of 1,197,000,000 Convertible Preferred Shares at an issue price at par value of HK\$0.70 per Convertible Preferred Shares. Upon full conversion, at conversion price of HK\$0.70 per Convertible Preferred Shares, 1,197,000,000 Conversion Shares will be issued and allotted. (For more details, please refer to the Company’s announcement dated 28 October 2013.)</p> <p style="text-align: right;">( / / )</p> <p style="text-align: right;">Ordinary shares (Note 1)</p>	N/A	3,988,250,000
<p>2.</p> <p style="text-align: right;">( / / )</p> <p style="text-align: right;">shares (Note 1)</p>		
<p>3.</p> <p style="text-align: right;">( / / )</p> <p style="text-align: right;">shares (Note 1)</p>		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

## Other Movements in Issued Share Capital

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
1.	Rights issue	At price : State currency _____	Class of shares issuable ( <i>Note 1</i> ) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	N/A	N/A
2.	Open offer	At price : State currency _____	Class of shares issuable ( <i>Note 1</i> ) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	N/A	N/A
3.	Placing	At price : State currency _____	Class of shares issuable ( <i>Note 1</i> ) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	N/A	N/A
4.	Bonus issue		Class of shares issuable ( <i>Note 1</i> ) _____ 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	
5.	Scrip dividend	At price : State currency _____	Class of shares issuable ( <i>Note 1</i> ) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	_____ N/A	_____ N/A
6.	Repurchase of shares		Class of shares repurchased ( <i>Note 1</i> ) _____ Cancellation date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	_____ N/A	_____ N/A
7.	Redemption of shares		Class of shares redeemed ( <i>Note 1</i> ) _____ Redemption date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	_____ N/A	_____ N/A
8.	Consideration issue	At price : State currency _____	Class of shares issuable ( <i>Note 1</i> ) _____ 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	Class of shares issuable ( <i>Note 1</i> ) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) AGM approval date: (dd/mm/yyyy) ( / / )	N/A	N/A
10. Other (Please specify)	At price : State currency _____ Class of shares issuable ( <i>Note 1</i> ) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	N/A	N/A
Total E.		(Ordinary shares) N/A	(Preference shares) N/A
		(Other class) 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
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

