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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of Ngai Lik Industrial Holdings Limited (the “**Company**”) 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. for the purposes of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

THE ACQUISITION

1. As special business to consider and, if thought fit, pass with or without amendments, the following resolution as an **ordinary** resolution:

“**THAT:**

- (a) the entering into, and the performance by the Company, of the transactions contemplated under the sale and purchase agreement dated 28 October 2013 (the “**UHL SPA**”) and as supplemented by the supplemental agreement dated 17 March 2014 (the “**Supplemental Agreement**”, a copy of the UHL SPA marked “**UHL SPA**” and a copy of the Supplemental Agreement marked “**Supplemental Agreement**” have been produced to the Meeting and signed by the Chairman of the Meeting for identification purpose) and entered into between Firmwill Investment Limited as purchaser (the “**Purchaser**”), an indirectly wholly-owned subsidiary of the Company, Ying Hui Limited as vendor (the “**Vendor**”), Champion Ever Limited, Forever Honor Holdings Limited, Michael Feng Group Limited, Hong Kong World Asia Investment Limited, Ultimate Gains Limited, Celestial Speed Limited, Profit Rise Holdings Limited, Weyoung Technology Co., Limited, Merifund Growth Capital, Excel Glory Investment Limited, Jin Pei Investments Limited, Ever Express Group Holdings Limited, August World Limited, Billion Central Limited, Kingyield Limited, Advance Yield Limited, Trophy City Limited and Sure August Limited collectively as the shareholders of Ying Hui Limited (the “**Vendor’s Shareholders**”) in relation to the acquisition of the entire issued share capital of Union Honor Limited by the Purchaser at the maximum total consideration of HK\$3,068,246,340 (the “**Consideration**”) be and are hereby approved, ratified and confirmed,

* *For identification purposes only*

APPOINTMENT OF EXECUTIVE DIRECTOR

3. As special business to consider and, if thought fit, pass with or without amendments, the following resolution as an **ordinary** resolution:

“**THAT** subject to completion of the transactions contemplated under the UHL SPA and the Supplemental Agreement (as defined in the resolution numbered 1 in the Notice),

- (i) the appointment of Mr. Bao Jun as an executive Director with effect from the completion of the transactions contemplated under the UHL SPA and the Supplemental Agreement be considered and approved;
- (ii) the board of Directors be authorized to fix his remuneration; and
- (iii) any Director be authorized to enter into the service contract or such other documents or supplemental agreements or deeds with him.”

By Order of the Board
Ngai Lik Industrial Holdings Limited
Pan Junfeng
Executive Director

Hong Kong, 15 April 2014

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business:
Room 4102, 41/F
Far East Finance Centre
16 Harcourt Road
Hong Kong

Notes:

- (1) Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him.
- (2) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
- (3) In the case of joint holders of a share if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
- (4) In order to be valid, the instrument appointing a proxy and (if required by the board of Directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or adjourned meeting. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

- (5) A member may appoint a proxy in respect of part only of his holding of shares in the Company. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual, or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
- (6) Completion and return of a form of proxy will not preclude a member from attending in person and voting at the Meeting or any adjournment thereof, should he so wish.
- (7) Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at a general meeting must be taken by poll. Therefore, the Chairman of the Meeting will demand that all resolutions will be voted by way of poll at the Meeting.
- (8) In order to qualify for attending and voting at the Meeting, 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, at 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 at the close of business on Wednesday, 7 May 2014 shall be entitled to vote at the meeting or any adjournment thereof.
- (9) The Chinese version of the notice is for reference only. Should there be any discrepancies, the English version will prevail.

As at the date of this Notice, 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 the purpose of this announcement, unless the context otherwise requires, conversion of RMB into HK\$ is based on the approximate exchange rate of RMB0.7874 to HK\$1. Such exchange rates are for the purpose of illustration only and do not constitute a representation that any amounts in HK\$ or RMB have been, could have been or may be converted at such or any other rates or at all.

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