

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**Yingde Gases Group Company Limited**

**盈德氣體集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 02168)**

**DESPATCH OF RESPONSE DOCUMENT RELATING TO  
VOLUNTARY CONDITIONAL CASH OFFERS BY  
UBS AG, HONG KONG BRANCH  
ON BEHALF OF  
PAGAC II-2 LIMITED  
TO ACQUIRE ALL ISSUED SHARES OF  
YINGDE GASES GROUP COMPANY LIMITED  
(OTHER THAN THOSE ALREADY ACQUIRED OR  
AGREED TO BE ACQUIRED BY  
PAGAC II-2 LIMITED AND  
PARTIES ACTING IN CONCERT WITH IT) AND  
FOR CANCELLATION OF ALL OUTSTANDING OPTIONS OF  
YINGDE GASES GROUP COMPANY LIMITED**

**Financial adviser to the Company**

**Morgan Stanley**

**Independent Financial Adviser to the Independent Board Committee**



References are made to (i) the announcement of PAGAC II-2 Limited (the “Offeror”) dated 7 March 2017 in relation to the Offers; (ii) the announcement of the Company dated 7 March 2017 in relation to the Company’s response to the Offers; (iii) the Offer Document dated 10 March 2017 issued by the Offeror in

relation to the Offers; and (iii) the response document dated 25 March 2017 issued by the Company relating to the Offers (the “**Response Document**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Response Document.

## **DESPATCH OF THE RESPONSE DOCUMENT**

The Response Document setting out, among other things, the letter from the Board, the letter from the Independent Board Committee containing its recommendation to the Independent Shareholders in respect of the Offers and the letter from the Independent Financial Adviser, containing its advice to the Independent Board Committee in relation to the Offers was despatched to the Shareholders on 25 March 2017 in accordance with the Takeovers Code.

**The Independent Shareholders are strongly advised to read carefully the advice, opinion, financial information of the Group and other information contained in the Response Document, including the recommendation from the Independent Board Committee and the advice from the Independent Financial Adviser before deciding whether to accept or reject the Offer.**

Shareholders will be informed of any material changes as required including the Independent Financial Adviser’s recommendations taking into account the financial results of the Group for the year ended 31 December 2016.

By order of the Board  
**Yingde Gases Group Company Limited**  
盈德氣體集團有限公司  
**Zhongguo Sun**  
*Chairman*

Hong Kong, 26 March 2017

*As at the date of this announcement, the executive directors of the Company are Mr. Zhongguo Sun and Mr. Trevor Raymond Strutt; and the independent non-executive directors of the Company are Mr. Zheng Fuya, Dr. Wang Ching, Mr. Zhihe Mah and Mr. Rawen Zhi Hong Huang.*

*The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement contained in this announcement misleading.*