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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)

FURTHER DELAY IN ANNOUNCEMENT OF 2016 ANNUAL RESULTS

This announcement is made by Yingde Gases Group Company Limited (“**Company**”) pursuant to Rule 13.49(3) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

Further Delay in Publication of the 2016 Annual Results

Reference is made to the announcement of the Company dated 31 March 2017 (the “**Announcement**”) in relation to the delay in publication of the Company’s preliminary results in respect of the financial year ended 31 December 2016 (the “**2016 Annual Results**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

As disclosed in the Announcement, pursuant to Rules 13.49(1) and 13.46(2)(a) of the Listing Rules, the Company is required to publish its 2016 Annual Results no later than 31 March 2017.

However, as disclosed in the Announcement, the Company is in the course of finalising certain workstreams to facilitate the completion of the audit work by the auditor, in particular, assessment of the property, plant and equipment and construction in progress assets relating to the Kelamayı project in Xinjiang.

Moreover, reference is made to the Company's announcements dated 6 April 2017 in relation to the offers (the "**PAG Offers**") made by PAGAC II-2 Limited ("**PAG**") having become unconditional in all respects and the appointment of new directors of the Company, respectively. As (a) the PAG Offers only became unconditional in all respects on 6 April 2017 and (b) Mr. Wong Tak-Wai and Mr. Qiu Zhongwei, both nominated by PAG, have been appointed as new directors of the Company with effect from 6 April 2017, PAG (as the new majority shareholder of the Company) requests to be involved in the review of the 2016 Annual Results, and additional time would be required for such purpose.

A meeting of the board of directors of the Company is being convened for 13 April 2017 at which the 2016 Annual Results will be considered and it is expected that the Company will be in a position to issue an announcement containing the 2016 Annual Results on or about 18 April 2017 (the "**2016 Annual Results Announcement**").

Rule 13.49(3)(i)(c) of the Listing Rules provides that where an issuer is unable to issue its preliminary results, it must announce its results based on the financial results which have yet to be agreed with the auditor (so far as the information is available). The Company is of the view that it would not be appropriate for the unaudited management accounts of the Group to be published for the year ended 31 December 2016 (the "**2016 Unaudited Management Accounts**") at this stage as the basis of assessment of carrying amount of certain assets and liabilities needs to be confirmed. Therefore, the Company considers that the publication of the 2016 Unaudited Management Accounts at this stage could potentially be misleading and confusing to the Shareholders and potential investors of the Company. The Company acknowledges that the delay in publication of the 2016 Annual Results constitutes a non-compliance of Rule 13.49(1) of the Listing Rules and the non-publication of the 2016 Unaudited Management Accounts constitutes a non-compliance of Rule 13.49(3) of the Listing Rules.

As disclosed in the Announcement, following the publication of the 2016 Annual Results Announcement and on or about 18 April 2017, the shareholders of the Company will be informed whether there will be any update on the section headed "E. Material Change" in Appendix I to the response document dated 25 March 2017 issued by the Company relating to the PAG Offers and on the Independent Financial Adviser's advice and recommendation to the independent shareholders of the Company in respect of the PAG Offers, taking into account the 2016 Annual Results.

SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company (stock code: 02168) and the debt securities issued by the Company's wholly-owned subsidiary and guaranteed by the Company (stock codes: 05926 and 05793) on the Stock Exchange has been suspended with effect from 9:00 a.m. on 3 April 2017 pending the release of the 2016 Annual Results. Pursuant to Rule 13.50 of the Listing Rules, the Stock Exchange will normally require suspension of trading in an issuer's securities if an issuer fails to publish periodic financial information and the suspension will normally remain in force until the issuer publishes the requisite financial information. Accordingly, the suspension of trading in the shares and debt securities of the Company on the Stock Exchange is currently expected to remain until the publication of the 2016 Annual Results.

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, 7 April 2017

As at the date of this announcement, the executive directors of the Company are Mr. Zhongguo Sun and Mr. Trevor Raymond Strutt; the non-executive directors of the Company are Mr. Wong Tak-Wai and Mr. Qiu Zhongwei; and the independent non-executive directors of the Company are Mr. Zheng Fuya, Dr. Wang Ching, Mr. Jhi-Ho Mah, Mr. Rawen Zhi Hong Huang, Mr. David Chan and Mr. Deng Xipeng.

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.