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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)

VOLUNTARY ANNOUNCEMENT

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; (iv) the profit warning and financial update announcement of the Company dated 23 March 2017; (v) the response document dated 25 March 2017 issued by the Company relating to the Offers (the “**Response Document**”); and (vi) the announcement of the Company dated 26 March 2017 in relation to the despatch of the Response Document. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Response Document.

As disclosed in the Response Document, the preliminary results of the Group for the year ended 31 December 2016 (the “**2016 Annual Results**”) is expected to be published on 31 March 2017 (the “**2016 Annual Results Announcement**”). Following the publication of the 2016 Annual Results Announcement and on 31 March 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 and on the Independent Financial Adviser’s advice and recommendation to the Independent Shareholders in respect of the Offers, taking into account the 2016 Annual Results.

The Independent Shareholders are strongly advised to consider the 2016 Annual Results and the advice and recommendation from the Independent Financial Adviser before deciding whether to accept or reject the Offers.

Shareholders and potential investors are advised to exercise caution in dealing in the securities of the Company.

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, 27 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.