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**PAGAC II-2 Limited**  
*(Incorporated in the British Virgin Islands  
with limited liability)*

**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)**

## **JOINT ANNOUNCEMENT**

**VOLUNTARY UNCONDITIONAL 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**

**PROPOSED DATE OF WITHDRAWAL OF LISTING OF SHARES**

**Financial adviser to the Offeror**



An application has been made to the Stock Exchange for the withdrawal of listing of the Shares from the Stock Exchange pursuant to Rule 6.15 of the Listing Rules. The Stock Exchange has approved the application for the withdrawal of listing of the Shares from the Stock Exchange with effect from 9:00 a.m. on Monday, 21 August 2017, subject to completion of the Compulsory Acquisition.

An announcement in relation to the completion of the Compulsory Acquisition and the withdrawal of listing of the Shares from the Stock Exchange will be made as soon as practicable.

Reference is made to (i) the March 1 Announcement issued by the Company dated 1 March 2017; (ii) the Rule 3.5 Announcement issued by the Offeror dated 7 March 2017; (iii) the Offer Document issued by the Offeror dated 10 March 2017; (iv) the announcement issued by the Offeror dated 6 April 2017 (the “**Unconditional Announcement**”); (v) the announcement jointly issued by the Company and the Offeror dated 4 May 2017 in relation to, amongst others, close of the Offers and the results of the Offers (the “**Final Closing Announcement**”); (vi) the Compulsory Acquisition Notices dated 11 July 2017 despatched by the Offeror; and (vii) the announcement dated 11 July 2017 jointly issued by the Offeror and the Company in respect of, among other things, the despatch of the Compulsory Acquisition Notices (the “**Despatch Announcement**”).

Unless otherwise stated, capitalized terms used herein shall have the same meanings as those defined in the Offer Document and/or the Despatch Announcement. Unless otherwise stated, all time references contained in this joint announcement are to Hong Kong times.

As disclosed in the Unconditional Announcement and the Final Closing Announcement, the Offers were declared unconditional in all respects on 6 April 2017 and were closed on 4 May 2017. Trading of the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 5 May 2017 and will remain suspended up to the withdrawal of listing of the Shares from the Stock Exchange pursuant to Rule 6.15 of the Listing Rules.

On 11 July 2017, the Compulsory Acquisition Notices were despatched to the Remaining Offer Shareholders. A copy of the Compulsory Acquisition Notice is available on the Stock Exchange’s website. Subject to there being no objection filed with the Grand Court of the Cayman Islands against the compulsory acquisition of the Remaining Offer Shares by the Offeror (the “**Compulsory Acquisition**”) by Friday, 11 August 2017 (Cayman Islands time), the Compulsory Acquisition is expected to be completed on Friday, 18 August 2017 and the withdrawal of listing of the Shares from the Stock Exchange is expected to take place with effect from 9:00 a.m. on Monday, 21 August 2017.

An application has been made to the Stock Exchange for the withdrawal of listing of the Shares from the Stock Exchange pursuant to Rule 6.15 of the Listing Rules. The Stock Exchange has approved the application for the withdrawal of listing of the Shares from the Stock Exchange with effect from 9:00 a.m. on Monday, 21 August 2017, subject to completion of the Compulsory Acquisition.

An announcement in relation to the completion of the Compulsory Acquisition and the withdrawal of listing of the Shares from the Stock Exchange will be made as soon as practicable.

By order of the board  
**PAGAC II-2 Limited**  
**David Jaemin Kim**  
*Director*

By order of the board  
**Yingde Gases Group Company Limited**  
**盈德氣體集團有限公司**  
**Qiu Zhongwei**  
*Chairman*

Hong Kong, 25 July 2017

*As at the date of this joint announcement, the directors of the Offeror are Mr. David Jaemin Kim, Mr. Anthony Miller, Mr. Peter Rioda and Ms. Tamara Williams.*

*(a) Mr. David Jaemin Kim, Mr. Anthony Miller, Mr. Peter Rioda and Ms. Tamara Williams, being the directors of the Offeror, and (b) Mr. Jon Robert Lewis, Mr. Derek Roy Crane, Mr. Peter Rioda and Ms. Tamara Williams, being the directors of PAG Asia Capital GP II Limited (the general partner of the limited partnership which wholly-owns the Offeror), jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Group), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint announcement, the executive Director is Mr. Qiu Zhongwei; the non-executive Directors are Mr. Wong Tak-Wai, Mr. Xiao Suining and Mr. He Hui David; and the independent non-executive Directors are Mr. Zheng Fuya, Dr. Wang Ching and Mr. Rawen Zhi Hong Huang.*

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