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FORD GLORY GROUP HOLDINGS LIMITED

福源集團控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1682)

ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE HONG KONG CODE ON TAKEOVERS AND MERGERS

This announcement is made pursuant to Rule 3.8 of the Takeovers Code.

Reference is made to the joint announcement of Ford Glory Group Holdings Limited (“FGG”), Victory City International Holdings Limited and Unitech Enterprises Group Limited (the “Offeror”) dated 7 May 2014 in relation to, among others, the acquisition of FGG Shares by the Offeror (the “**Offer Announcement**”) and the announcement of FGG dated 14 May 2014. Unless otherwise stated, capitalised terms used in this announcement have the same meanings as defined in the Offer Announcement.

The FGG Board announces that an aggregate of 58,000,000 FGG Shares were issued by FGG on 23 May 2014 upon exercise of 21,000,000 and 37,000,000 share options granted under the existing share option scheme of FGG at an exercise price of HK\$0.600 and HK\$0.844 per FGG Share respectively. As at the date hereof, there were 508,832,000 FGG Shares in issue and 10,945,000 outstanding share options under the existing share option scheme of FGG.

The 58,000,000 share options were exercised by Mr. Ng Tsze Lun (an employee of FGG Group and a brother of Mr. Ng Tze On, an executive FGG Director), who has provided an irrevocable undertaking to the Vendors in respect of the Share Options pursuant to his Option Undertaking to, among others, prior to the closing date of the Offers as set out in the Offer Document, exercise no less than 2,261,740 Share Options granted to him at an exercise price of HK\$0.600 per Option Share.

In accordance with Rule 3.8 of the Takeovers Code, associates of FGG are reminded to disclose their dealings in the securities of FGG pursuant to the Takeovers Code. The full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

“Responsibilities of stockbrokers, banks and other intermediaries

* For identification purposes only

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 of the Takeovers Code and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant rules of the Takeovers Code. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7-day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

The Offers are possible mandatory unconditional cash offers and will only be made if, among other things, Share Sale Completion takes place, which is conditional upon satisfaction of the conditions set out in the sub-paragraph headed “Conditions precedent” in the paragraph headed “A. The Share Sale Agreement” of the Offer Announcement which include, but are not limited to, completion of the Group Reorganisation, completion of the Disposal and the Share Premium Cancellation having become effective pursuant to applicable laws. Accordingly, Share Sale Completion may or may not take place and the Offers may or may not proceed. FGG Shareholders, the Optionholders and potential investors of FGG are advised to exercise caution in dealing in the FGG Shares.

By order of the Board
Ford Glory Group Holdings Limited
Choi Lin Hung
Chairman

Hong Kong, 23 May 2014

As at the date of this announcement, the FGG Board comprises Mr. Choi Lin Hung, Mr. Lau Kwok Wa, Stanley and Mr. Ng Tze On as executive directors; Mr. Chen Tien Tui and Mr. Li Ming Hung as non-executive directors; and Mr. Lau Chi Kit, Mr. Mak Chi Yan, Mr. Wong Wai Kit, Louis and Mr. Yuen Kin Kei as independent non-executive directors.

The FGG Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, 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 in this announcement misleading.