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GOLIK HOLDINGS LIMITED

高力集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1118)

ANNOUNCEMENT ON DISCLOSEABLE TRANSACTION

THE FORMAL SPA

Reference is made to the announcement of the Company dated 3 April 2013. Following the entering into of the Provisional Agreement, the Board is pleased to announce that on 11 April 2013, the Subsidiary further entered into the Formal SPA with the Vendors superseding the Provisional Agreement, whereby the Vendors collectively agreed to transfer the Sale Shares, assign the Shareholders' Loan and procure the assignment of the Vendors-Related Party Loan to the Subsidiary for a total consideration of HK\$85,000,000.

DISCLOSEABLE TRANSACTION

The Acquisitions are aggregated to be a single transaction. As two of the five applicable percentage ratios as defined in Rule 14.07 of the Listing Rules (being the assets ratio and the consideration ratio) are 5% or more but none of them is 25% or above, the Acquisitions, as aggregated, constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules. In light of the above, the Acquisitions are subject to the reporting and announcement requirements under the Listing Rules.

THE FORMAL SPA

Date

11 April 2013

Parties

- (1) the Subsidiary; and
- (2) the Vendors

* *For identification purpose only*

Subject Assets of the Acquisitions

The subject assets of the Acquisitions collectively are (i) the Sale Shares, (ii) the Shareholders' Loan and (iii) the Vendors-Related Party Loan.

The Target Company is the registered and beneficial owner of Land A and Land B.

In essence, the Target Company is to be sold and acquired in a "bare shell" condition, save and except for (i) holding Land A and Land B as assets and (ii) keeping the Shareholders' Loan and the Vendors-Related Party Loan (which are to be assigned to the Subsidiary) in its liabilities account, but no any other assets or liabilities as at Completion.

There are no restrictions applicable to the subsequent sale of the Sale Shares.

Consideration

The aggregate Purchase Price payable to the Vendors by the Subsidiary for the acquisition of the Sale Shares, the Shareholders' Loan and the Vendors-Related Party Loan is HK\$85,000,000.

As at the date hereof, the entire principal amount of the Shareholders' Loan (being HK\$10,644,325) remains outstanding and un-repaid, and will remain outstanding and un-repaid as at Completion.

The outstanding and un-repaid principal sum of the Vendors-Related Party Loan as at the date hereof and Completion is and will remain as HK\$18,501,782.

The consideration for the Acquisitions (i.e. the Purchase Price) was determined after arm's length negotiations between the Subsidiary and the Vendors with reference to the market value of Land A and Land B as reflected in the valuation report issued by the Valuer in the sum of HK\$86,000,000 (NB: According to the audited financial statements of the Target Company for the financial year ended 31 March 2012, the aggregate book value of Land A and Land B is HK\$254,810).

The Group intends to fund the Acquisitions from its internal cash flow.

Payment Terms

The Purchase Price shall be paid by the Subsidiary to the respective Vendors in proportion to their respective shareholding percentage in the Target Company in the following manner:

- (1) the Subsidiary has paid HK\$40,000,000 as deposit to the Vendors upon signing of the Provisional Agreement; and
- (2) the balance in the sum of HK\$45,000,000 is payable at Completion.

Provisional Agreement

Upon signing of the Formal SPA, the Provisional Agreement has been superseded.

Completion

Completion of the Acquisitions shall take place on or before 29 April 2013 or such other date as the Subsidiary and the Vendors may mutually agree in writing.

DUE DILIGENCE

The Group has conducted legal and financial due diligence on the Target Company (including but not limited to due diligence in respect of Land A and Land B), and is satisfied with the due diligence results.

PRINCIPAL BUSINESS ACTIVITIES OF THE GROUP, THE COMPANY AND THE SUBSIDIARY

The Group is principally engaged in the manufacturing and sale of metal products and building construction materials.

The Company is an investment holding company.

The Subsidiary is a sub-investment holding company.

INFORMATION OF THE TARGET COMPANY

To the best of the Director's knowledge and belief, the Target Company was incorporated in 1962. The principal business activity of the Target Company prior to the date of the Formal SPA was the letting of shipyard facilities. As at the date hereof, the Target Company has ceased to operate any active business.

According to the audited financial statements of the Target Company, the Target Company had a net loss of HK\$6,068,275 (both before and after extraordinary items) for the financial year ended 31 March 2012, and a net loss of HK\$6,108,673 (both before and after extraordinary items) for the financial year ended 31 March 2011.

REASONS FOR AND BENEFITS OF THE ACQUISITIONS

Situated at Tsing Yi waterfront, Land A and Land B together form a transportation hub linking Hong Kong, Kowloon and the New Territories with valuable berths for large vessels, which would enable the Group's building construction materials business to substantially reduce its transportation costs by making full use of seaborne transportation, thus further consolidate the Group's status in the building construction materials market in Hong Kong in the long run.

The Directors consider that the terms of the Formal SPA and the Acquisitions are fair and reasonable and in the interests of the Company and its shareholders as a whole.

LISTING RULES IMPLICATIONS

Given that the Acquisitions, being a series of closely inter-related transactions, are entered into by the Subsidiary simultaneously, for the purpose of Chapter 14 of the Listing Rules, the Acquisitions are aggregated as a single transaction.

As two of the five applicable percentage ratios as defined in Rule 14.07 of the Listing Rules (being the assets ratio and the consideration ratio) are 5% or more but none of them is 25% or above, the Acquisitions, as aggregated, constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules. In light of the above, the Acquisitions are subject to the reporting and announcement requirements under the Listing Rules.

To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, the Vendors and the Valuer are third parties independent of the Company and its connected persons.

DEFINITIONS

In this announcement, the following expressions shall, unless the context requires otherwise, have the following meanings:

“Acquisitions”	the acquisitions of the Sale Shares, the Shareholders' Loan and the Vendors-Related Party Loan free from all claims, charges and encumbrances by the Subsidiary from the Vendors on and subject to the terms and conditions of the Formal SPA;
“Board”	the board of Directors;
“Company”	Golik Holdings Limited, an exempted company incorporated in Bermuda with limited liability, whose issued Shares are listed on the Main Board of the Stock Exchange;
“Completion”	the completion of the Acquisitions;
“Director(s)”	director(s) of the Company;
“Formal SPA”	the definitive agreement entitled “Agreement for Transfer of Shares and Assignment of Loans in respect of Supreme Enterprises, Limited” entered into between the Subsidiary and the Vendors on 11 April 2013 in relation to the Acquisitions;
“Group”	the Company and its subsidiaries;
“Hong Kong”	The Hong Kong Special Administrative Region of the People's Republic of China;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Land A”	the piece of land situated at Tsing Yi Town Lot No. 14, New Territories, Hong Kong;
“Land B”	the piece of land situated at Tsing Yi Town Lot No. 15, New Territories, Hong Kong;

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Provisional Agreement”	the provisional sale and purchase agreement entered into between the Subsidiary and the Vendors dated 3 April 2013 in relation to the Acquisitions;
“Purchase Price”	the consideration in the total sum of HK\$85,000,000 payable by the Subsidiary to the Vendors for the Acquisitions;
“Sale Shares”	the total 100 issued and fully paid-up shares in the capital of the Target Company, representing the entire issued share capital of the Target Company, legally and beneficially held by the Vendors as at the date of this announcement. 99 of them are held by Mr. Lieu and the remaining 1 is held by Ms. Chen (see the definition of “Vendors” below);
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong);
“Shares”	ordinary shares of HK\$0.10 each in the share capital of the Company;
“Shareholders’ Loan”	all rights to the repayment of and any other rights pertaining to an interest-free shareholders’/directors’ loan in the principal sum of HK\$10,644,325 advanced by the Vendors to the Target Company, free from all claims, charges and encumbrances;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subsidiary”	Golik Construction Materials Company Limited (Company No. 325661), a company incorporated under the laws of the British Virgin Islands, being a wholly owned subsidiary of the Company;
“Target Company”	Supreme Enterprises, Limited (Company No. 8173), a private company incorporated under the laws of Hong Kong;
“Valuer”	Asset Appraisal Limited (中誠達資產評值顧問有限公司);
“Vendors”	Lieu Tseng Van (呂政範) (“Mr. Lieu”) and Chen Siu Ling (陳小玲) (“Ms. Chen”), both being Hong Kong residents; and

“Vendors-Related Party
Loan”

all rights to the repayment of and any other rights pertaining to an interest-free loan advanced to the Target Company by a company wholly owned by the Vendors, free from all claims, charges and encumbrances.

By Order of the Board
Golik Holdings Limited
Pang Tak Chung
Chairman

Hong Kong, 11 April 2013

As at the date of this announcement, the Board comprises:

Executive Directors:

Mr. Pang Tak Chung, Mr. Ho Wai Yu, Sammy and
Mr. John Cyril Fletcher

Independent Non-executive Directors:

Mr. Yu Kwok Kan, Stephen, Mr. Chan Yat Yan
and Mr. Lo Yip Tong