NH CERAMICS LTD

(the "Company")
Incorporated in the Republic of Singapore
(Co Registration No. 199704544C)

PROPOSED ACQUISITION OF BLACKGOLD ASIA RESOURCES PTE. LTD. AND BLACKGOLD ENERGY LIMITED

– NOTICE OF BOOKS CLOSURE DATES FOR:
(I) PROPOSED SHARE CONSOLIDATION; AND
(II) PROPOSED SELECTIVE CAPITAL REDUCTION EXERCISE

The board of directors (the "**Board**") of the Company refers to the announcements made by the Company on 28 March 2013, 22 April 2013, 2 May 2013, 26 May 2013, 3 June 2013, 29 December 2013, 10 February 2014, 29 August 2014, 30 September 2014, 2 October 2014, 3 October 2014, 29 December 2014, 30 December 2014, 5 January 2015, 28 January 2015 and 27 February 2015 in relation to the Proposed Acquisition of 100% of the total equity interests of BlackGold Asia Resources Pte. Ltd. and BlackGold Energy Limited (collectively, the "**Announcements**").

*Capitalised terms used in this announcement, unless otherwise defined herein or in the Announcements, shall have the same meanings as ascribed to them in the circular to shareholders of the Company (the "**Shareholders**") dated 30 December 2014 (the "**Circular**").*

(A) NOTICE OF BOOKS CLOSURE DATE FOR THE PROPOSED SHARE CONSOLIDATION

1. NOTICE OF BOOKS CLOSURE DATE

NOTICE IS HEREBY GIVEN that the Register of Members and share transfer books of the Company will be closed at **5.00 p.m. on 9 March 2015** (the "**Share Consolidation Books Closure Date**") for the purposes of determining the entitlements of Shareholders under the Proposed Share Consolidation.

On the Share Consolidation Books Closure Date, every five (5) existing Shares registered in the name, or standing to the credit of the CDP securities account (as the case may be), of each Shareholder will be consolidated into one (1) Consolidated Share, fractional entitlements to be disregarded.

Shares will begin trading on a consolidated basis **from 9.00 a.m. on 5 March 2015** (the "**Effective Trading Date**"), on the SGX-ST. Accordingly, five (5) existing Shares as at 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date will represent one (1) Consolidated Share with effect from 9.00 a.m. on the Effective Trading Date. Trading in the existing Shares will cease after 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date.

The Proposed Share Consolidation shall be effective from **9.00 a.m. on 10 March 2015** (the "**Share Consolidation Effective Date**"), being the Market Day immediately following the Share Consolidation Books Closure Date, whereupon the Register of Members of the Company and the Depository Register will be updated to reflect the number of Consolidated Shares held by each Shareholder based on the number of Shares held by them as at the Share Consolidation Books Closure Date.

Shareholders should note that the number of Consolidated Shares which Shareholders will be entitled to pursuant to the Proposed Share Consolidation, based on their holdings of existing Shares as at the Share Consolidation Books Closure Date, will be rounded down to the nearest whole Consolidated Share, and any fractions of the Consolidated Shares arising from the Proposed Share Consolidation will be disregarded in this connection. Fractions of a Consolidated Share arising from the Proposed Share Consolidation will be dealt with in such manner as the directors of the Company may, in their absolute discretion, deem fit in the interest of the Company, including aggregating and selling the same and retaining the net proceeds for the benefit of the Company.

Each Consolidated Share will rank pari passu in all respects with each other and will be traded in board lots of 100 Consolidated Shares.

2. SHARE CERTIFICATES

For further information relating to matters concerning the deposit of share certificates with CDP, the issue of new share certificates upon deposit and the settlement of trading in respect of old share certificates, please refer to Section 5.4, Section 5.5 and Section 5.6 of the Circular, respectively.

3. TRADING ARRANGEMENTS FOR ODD LOTS

The Shares are currently traded in board lots of 100 Shares in the ready market. Following the Proposed Share Consolidation, the Securities Account maintained with CDP of Shareholders may be credited with odd lots of Consolidated Shares (that is, lots other than board lots of 100 Consolidated Shares). The market for trading of such odd lots of Consolidated Shares may be illiquid. Shareholders who receive odd lots of Consolidated Shares pursuant to the Proposed Share Consolidation and who wish to trade in odd lots on the SGX-ST should note that the unit share market has been set up to allow trading in odd lots with a minimum size of one (1) Consolidated Share on the SGX-ST. The unit share market will enable trading in odd lots in any quantity less than one (1) board lot of the underlying shares in the ready market.

Further, the Company will be making an application to the SGX-ST for the setting-up of a temporary counter to allow Shareholders to trade in board lots of 1 Consolidated Share. This temporary counter is proposed to be maintained for a period of one (1) calendar month commencing from the Effective Trading Date, excluding any period of suspension of trading of the Company's Shares on the SGX-ST (the "**Concessionary Period**"). After the Concessionary Period, Shareholders can trade in odd lots of Consolidated Shares on the SGX-ST's unit share market.

The set-up of the temporary odd lot counter is strictly of a provisional nature. Entitled Shareholders who continue to hold odd lots of less than 100 Consolidated Shares after the Concessionary Period may find difficulty and/or have to bear disproportionate transaction costs in realising the fair market price of such Consolidated Shares.

(B) NOTICE OF BOOKS CLOSURE DATE FOR THE PROPOSED SELECTIVE CAPITAL REDUCTION EXERCISE

4. NOTICE OF BOOKS CLOSURE DATE

NOTICE IS HEREBY GIVEN that the Register of Members and share transfer books of the Company will be closed **5.00 p.m. on 9 March 2015** (the "**SCRE Books Closure Date**") for the purposes of determining the entitlements of Shareholders to the Distribution Capital.

On the SCRE Books Closure Date, Shareholders whose securities accounts with CDP are credited with Shares will be entitled to the Distribution Capital. The exact entitlements of the Shareholders to the Distribution Capital will be determined closer to the expected distribution date, and the Company will make the necessary announcement(s) in due course.

5. ADMINISTRATIVE PROCEDURES FOR THE PROPOSED SELECTIVE CAPITAL REDUCTION EXERCISE

Payment of the Distribution Capital pursuant to the Proposed Selective Capital Reduction Exercise will be made in the following manner:

(i) *Shareholders holding scripless Shares*

Shareholders who are Depositors and who have Shares standing to the credit of their securities accounts with CDP as at the SCRE Books Closure Date, will have the cheques for payment of their respective entitlements to the Distribution Capital despatched to them by CDP by ordinary post at their own risk tentatively on or around 10 April 2015. Alternatively, such Shareholders will have payment of their respective entitlements to the Distribution Capital made in such other manner as they may have agreed with CDP for payment of dividends or other distributions tentatively on or around 10 April 2015.

(ii) *Shareholders holding scrip Shares*

Shareholders whose Shares are registered in the Register of Members as at the SCRE Books Closure Date will have the cheques for payment of their entitlements to the Distribution Capital despatched to them by ordinary post at their own risk tentatively on or around 10 April 2015.

The Company will provide Shareholders with an update upon the finalisation of the Distribution Sum and the date of payment of the Distribution Capital, which is expected to take place on or around 10 April 2015.

6. TRADING OF SHARES

The last date and time of "cum" trading of the Shares on the SGX-ST for purposes of the Selective Capital Reduction Exercise will be at **5.00 p.m. on 4 March 2015**. Shareholders should note that Shares traded from **9.00 a.m. on 5 March 2015** will not be entitled to the Distribution Capital pursuant to the Proposed Selective Capital Reduction Exercise.

(C) GENERAL

7. IMPORTANT EVENTS AND DATES

The table below sets out the indicative timetable for the Proposed Share Consolidation and the Proposed Selective Capital Reduction Exercise:

Time and Date	**Event**
27 February 2015 (Friday)	Announcement of notice of Share Consolidation Books Closure Date and notice of SCRE Books Closure Date
5.00 p.m. on 4 March 2015 (Wednesday)	Cessation of trading of the existing pre-consolidation Shares Last date and time of "cum" trading of the Shares for purposes of the Proposed Selective Capital Reduction Exercise
9.00 a.m. on 5 March 2015 (Thursday)	Effective Trading Date of Shares on a consolidated basis
5.00 p.m. on 9 March 2015 (Monday)	Share Consolidation Books Closure Date and SCRE Books Closure Date
9.00 a.m. on 10 March 2015 (Tuesday)	Share Consolidation Effective Date (i.e. the date the Proposed Share Consolidation becomes effective)

8. CONTACT INFORMATION

The address of the Share Registrar of the Company is as follows:

M&C Services Private Limited
112 Robinson Road
#05-01
Singapore 068902

The address of CDP is as follows:

The Central Depository (Pte) Limited
11 North Buona Vista Drive
#06-07 The Metropolis Tower 2
Singapore 138589

9. CAUTIONARY STATEMENT

Shareholders and potential investors are advised to exercise caution when trading in the shares of the Company. Shareholders and potential investors should note that the Proposed Acquisition is subject to numerous conditions. There is no certainty or assurance as at the date of this announcement that the Proposed Acquisition will be completed, or that no changes will be made to the terms thereof. The Company will make the necessary announcements when there are further developments on the Proposed Acquisition.

Shareholders and potential investors are advised to read this announcement and any further announcements by the Company carefully. Where in doubt as to the action they should take, Shareholders and potential investors should consult their financial, tax or other professional advisors.

By Order of the Board

Lee Yong Miang
Executive Chairman
27 February 2015

This announcement has been prepared by the Company and its contents have been reviewed by the Sponsor, Canaccord Genuity Singapore Pte. Ltd., for compliance with the relevant rules of the SGX-ST. Canaccord Genuity Singapore Pte. Ltd. has not independently verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made, or reports contained in this announcement.

The contact person for the Sponsor is Ms Karen Soh, Managing Director, Corporate Finance, Canaccord Genuity Singapore Pte. Ltd., at 77 Robinson Road, #21-02 Singapore 068896, telephone (65) 6854 6150.
