

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 – COMPLETION OF THE PROPOSED ACQUISITION AND
THE PLACEMENT**

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, 27 February 2015, 2 March 2015 and 4 March 2015 (collectively, the "**Announcements**") and the circular to shareholders of the Company (the "**Shareholders**") dated 30 December 2014 (the "**Circular**") in relation to the proposed acquisition of 100% of the total equity interests of BlackGold Asia Resources Pte. Ltd. and BlackGold Energy Limited, and the offer information statement lodged with the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), acting as agent on behalf of the Monetary Authority of Singapore, on 2 March 2015 (the "**Offer Information Statement**").

Capitalised terms used in this announcement, unless otherwise defined herein, shall have the same meanings as ascribed to them in the Announcements, the Circular and the Offer Information Statement.

1. COMPLETION OF THE PROPOSED SHARE CONSOLIDATION

Further to the announcement by the Company on 27 February 2015 in relation to the notice of the Share Consolidation Books Closure Date, the Board wishes to announce that the Proposed Share Consolidation has been completed with effect from 9.00 a.m. on 10 March 2015, being the Market Day immediately following the Share Consolidation Books Closure Date. Accordingly, every five (5) existing ordinary shares registered in the name of each Shareholder has been consolidated into one (1) new ordinary share (the "**Share**"), and the issued share capital of the Company immediately following the Proposed Share Consolidation comprises 67,115,563 Shares, after disregarding any fractional Shares arising from the Proposed Share Consolidation.

2. COMPLETION OF THE PROPOSED ACQUISITION AND THE PLACEMENT

2.1 Pursuant to the approval of Shareholders obtained at the extraordinary general meeting of the Company held on 28 January 2015 in relation to, *inter alia*, the Proposed Acquisition and the Placement, and following completion of the Proposed Share Consolidation, the Board is pleased to announce the completion of the Proposed Acquisition and the Placement on 10 March 2015 (the "**Completion**").

2.2 On Completion:-

- (a) the Company has issued and allotted 86,000,000 Shares (the "**Placement Shares**") at the placement price of S\$0.295 per Placement Share on the terms and conditions as set out in the Underwriting and Placement Agreement;

- (b) the Company has acquired the entire issued and paid-up share capital of BlackGold Asia Resources Pte. Ltd. and BlackGold Energy Limited;
- (c) the Company has allotted and issued an aggregate of 635,593,220 Shares (the **"Consideration Shares"**) to the Vendors and UOBKH (or their nominees) at an issue price of S\$0.295 for each Consideration Share in satisfaction of the Purchase Consideration (and settlement of the Arranger Fees); and
- (d) the total number of issued and paid-up shares in the share capital of the Company has increased from 67,115,563 Shares to 788,708,783 Shares.

By Order of the Board

Lee Yong Miang
Executive Chairman
10 March 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.
