

Unless otherwise defined in this announcement, capitalized terms used in this announcement shall have the same meanings as those defined in the prospectus dated 30 September 2013 (the “**Prospectus**”) issued by Ngai Shun Holdings Limited (the “**Company**”).

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Shares. Potential investors should read the Prospectus for detailed information about the Share Offer (comprising the Placing and the Public Offer) described below before deciding whether or not to invest in the Offer Shares.

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## **Ngai Shun Holdings Limited**

**毅信控股有限公司**

(incorporated in the Cayman Islands with limited liability)

### **PLACING AND PUBLIC OFFER**

|                                      |  |
|--------------------------------------|--|
| <b>Number of Offer Shares</b>        | <b>: 100,000,000 Shares (subject to the Offer Size Adjustment Option)</b>  |
| <b>Number of Public Offer Shares</b> | <b>: 10,000,000 Shares (subject to reallocation)</b>   |
| <b>Number of Placing Shares</b>      | <b>: 90,000,000 Shares (subject to reallocation and the Offer Size Adjustment Option)</b>  |
| <b>Offer Price</b>                   | <b>: Not more than HK\$1.09 per Offer Share and expected to be not less than HK\$0.83 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)</b> |
| <b>Nominal value</b>                 | <b>: HK\$0.01 per Share</b>  |
| <b>Stock code</b>                    | <b>: 1246</b>  |

#### *Sponsor*

**AmCap**

*Ample Capital Limited*  
豐盛融資有限公司

#### *Bookrunner and Lead Manager*



**VC BROKERAGE LIMITED**  
滙盈證券有限公司

#### *Co-Lead Managers*

**AmCap**

Ample Orient Capital Limited

**ASTRUM**

Astrum Capital Management Limited

An application has been made by the Company to the Listing Committee for the granting of the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Share Offer (including the additional Shares which may be issued pursuant to the exercise of the Offer Size Adjustment Option and any Shares which may be issued upon the exercise of options which may be granted under the Share Option Scheme). In the event the Offer Size Adjustment Option is exercised, an announcement will be made by the Company on the Company's website at [www.ngaishun.com.hk](http://www.ngaishun.com.hk) and the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk).

The Share Offer comprises the Placing and the Public Offer. The Share Offer is an offer of 10,000,000 New Shares under the Public Offer (subject to reallocation) and 90,000,000 New Shares under the Placing (subject to reallocation and the Offer Size Adjustment Option), in each case at the Offer Price.

The Offer Price will be not more than HK\$1.09 per Offer Share and is currently expected to be not less than HK\$0.83 per Offer Share, unless otherwise announced. Investors applying for the Public Offer Shares must pay, on application, the maximum Offer Price of HK\$1.09 per Offer Share, together with brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price is lower than HK\$1.09 per Offer Share.

The allocation of the Offer Shares between the Placing and the Public Offer is subject to reallocation as described in the section headed "Structure and conditions of the Share Offer — Basis of allocation of the Offer Shares" in the Prospectus.

In connection with the Share Offer, the Company is expected to grant to the Placing Underwriter the Offer Size Adjustment Option exercisable by the Lead Manager, on behalf of the Placing Underwriter, at any time before 5:00 p.m. on the business day before the date of announcement of the results of application and the basis of the Public Offer Shares or otherwise it will lapse, to require the Company to allot and issue up to an aggregate of 15,000,000 additional Shares, representing 15% of the Offer Shares, at the Offer Price per Offer Share under Placing, solely to cover over allocations, if any, in the Placing.

**Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus and the related Application Forms.**

Applicants who would like the allotted Public Offer Shares to be issued in their own names should either: (i) complete and sign the **WHITE** Application Forms; or (ii) submit applications online through the designated website of the **HK eIPO White Form** Service Provider at [www.hkeipo.hk](http://www.hkeipo.hk) via the **HK eIPO White Form** service.

Applicants who would like the allotted Public Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either: (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Monday, 30 September 2013 until 12:00 noon on Friday, 4 October 2013 at any of the following branches of The Bank of East Asia, Limited:

| <b>District</b>  | <b>Branch</b>            | <b>Address</b>  |
|------------------|--------------------------|---|
| Hong Kong Island | Main Branch              | 10 Des Voeux Road Central, HK                                 |
|                  | 399 Hennessy Road Branch | G/F, Eastern Commercial Centre,<br>399 Hennessy Road, Wanchai |
| Kowloon          | Prince Edward Branch     | G/F, Hanley House,<br>776–778 Nathan Road                     |
|                  | Tsim Sha Tsui Branch     | Shop A & B, Milton Mansion,<br>96 Nathan Road                 |
| New Territories  | Tai Wai Branch           | 16–18 Tai Wai Road,<br>Cheung Fung Mansion, Shatin            |
|                  | Ha Kwai Chung Branch     | 202 Hing Fong Road  |

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained:

- (i) during normal business hours from 9:00 a.m. on Monday, 30 September 2013 until 12:00 noon on Friday, 4 October 2013 at

The Depository Counter of HKSCC  
2/F., Infinitus Plaza  
199 Des Voeux Road Central  
Hong Kong

- (ii) from your stock broker who may have the Prospectus and the **YELLOW** Application Forms available.

The completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "The Bank of East Asia (Nominees) Limited — Ngai Shun Public Offer"; for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following times:

**Monday, 30 September 2013 — 9:00 a.m. to 5:00 p.m.**  
**Wednesday, 2 October 2013 — 9:00 a.m. to 5:00 p.m.**  
**Thursday, 3 October 2013 — 9:00 a.m. to 5:00 p.m.**  
**Friday, 4 October 2013 — 9:00 a.m. to 12:00 noon**

Applicants applying by **HK eIPO White Form** may submit applications through the designated website [www.hkeipo.hk](http://www.hkeipo.hk) (24 hours daily, except on the last application day) from 9:00 a.m. on Monday, 30 September 2013 until 11:30 a.m. on Friday, 4 October 2013 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Friday, 4 October 2013 or such later time as described under the section headed “How to apply for Public Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus.

CCASS Investment Participants can input **electronic application instructions** from 9:00 a.m. on Monday, 30 September 2013 until 12:00 noon on Friday, 4 October 2013 (24 hours daily, except on the last application day).

Please refer to the sections headed “Structure and conditions of the Share Offer” and “How to apply for Public Offer Shares” in the Prospectus for details of the conditions and procedures of the Public Offer.

The Company expects to announce the final Offer Price, the level of indication of interest in the Placing, the level of applications in the Public Offer and the basis of allocation of the Public Offer Shares on Tuesday, 15 October 2013 in The Standard (in English) and the Hong Kong Economic Times (in Chinese) and on the Company’s website at [www.ngaishun.com.hk](http://www.ngaishun.com.hk) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The results of allocations of the Public Offer, and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants and the number of Public Offer Shares successfully applied for under **WHITE** or **YELLOW** Application Forms or by given **electronic application instruction** to HKSCC via CCASS, will be made available in the manner described in the section head “How to apply for Public Offer Shares — 11. Publication of Results” in the Prospectus.

The Company will not issue temporary document of title of the Shares. No receipt will be issued for sum paid on application.

Assuming the Share Offer becomes unconditional in all respects and neither of the Underwriting Agreements has been terminated in accordance with its terms before 8:00 a.m. in Hong Kong on Wednesday, 16 October 2013, dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, 16 October 2013. The Shares will be traded in board lots of 4,000 Shares each.

By order of the Board  
**Ngai Shun Holdings Limited**  
**Wong Sai Chung**  
*Chairman of the Company*

Hong Kong, 30 September 2013

*As at the date of this announcement, our executive Directors are Mr. Wong Sai Chung, Mr. Lam Wing Sum and Mr. Tao Chi Keung, our non-executive Director is Mr. Wong Sai Yee; and our independent non-executive Directors are Mr. Tam Tak Kei Raymond, Mr. Pai Hao, and Mr. Chiu Sai Chuen Nicholas.*

*Please also refer to the published version of this announcement in The Standard (in English) and the Hong Kong Economic Times (in Chinese).*