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**Ngai Shun Holdings Limited**  
**毅信控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 01246)**

**INSIDE INFORMATION**  
**PLACING OF SHARES BY CONTROLLING SHAREHOLDER**

This announcement is made by Ngai Shun Holdings Limited (the “Company”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board of directors of the Company (the “Board”) announces that it has been informed by Fabulous Business Limited (“Fabulous Business”), a controlling shareholder (as defined under the Listing Rules) that Fabulous Business has entered into a placing agreement (the “Placing Agreement”) on 22 April 2014 (after trading hours) with CNI Securities Group Limited (the “Placing Agent”), pursuant to which Fabulous Business agreed to sell, and the Placing Agent agreed to, on a best effort basis, procure not less than six places, each of whom shall be independent of and not connected with the Company or any of its connected persons (as defined in the Listing Rules), to acquire a maximum of 88,000,000 ordinary shares of HK\$0.01 each (“Placing Shares”) in the capital of the Company at the placing price (the “Placing Price”) of HK\$0.95 per Placing Share (the “Placing”). Fabulous Business is a company whose issued share capital is ultimately and effectively owned by Mr. Lam Wing Sum (the chief executive officer, the vice-chairman and an executive director of the Company), Mr. Wong Sai Chung (the chairman and an executive director of the Company), Mr. Wong Sai Yee (a non-executive director of the Company) and Mr. Wong Sai Lai as to 50%, 20%, 20% and 10%, respectively. To the best of the knowledge, information and belief of the directors of the Company, having made all reasonable enquiries, the Placing Agent is independent of and not connected with the Company and its subsidiaries or any of their connected persons (as defined under the Listing Rules).

As at the date of this announcement, Fabulous Business is interested in 300,000,000 shares (or approximately 72.29% of the issued share capital) of the Company. After completion of the Placing, which is expected to take place on or about 24 April 2014 and assuming that a maximum of 88,000,000 Placing Shares will be placed, Fabulous Business will hold approximately 51.08% of the issued share capital of the Company. The Placing Agent will receive from Fabulous Business a placing commission of 1% of the aggregate Placing Price for the Placing Shares successfully placed by the Placing Agent.

The Board considers that the Placing will broaden the shareholder base of the Company and enhance the liquidity of the Shares. The Board also considers that the Placing should not have any impact on the business and operation of the Company and its subsidiaries.

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.**

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

Hong Kong, 22 April 2014

*As at the date of this announcement, the Company has (i) three executive Directors, namely Mr. Wong Sai Chung, Mr. Lam Wing Sum and Mr. Tao Chi Keung; (ii) one non-executive Director, namely Mr. Wong Sai Yee; and (iii) three independent non-executive Directors, namely Mr. Tam Tak Kei, Raymond, Mr. Pai Hao and Mr. Chiu Sai Chuen Nicholas.*