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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: 1246)**

**PLACING OF NEW SHARES UNDER GENERAL MANDATE**

**Placing Agent**



**金利豐證券**  
**KINGSTON SECURITIES**

**THE PLACING UNDER GENERAL MANDATE**

After trading hours on 13 April 2015, the Company and the Placing Agent entered into the Placing Agreement pursuant to which the Company has conditionally appointed the Placing Agent to procure, on a best effort basis, as placing agent of the Company, independent Placees to subscribe for a maximum of 83,000,000 Placing Shares at a price of HK\$0.73 per Placing Share. The Placees and (where appropriate) their respective ultimate beneficial owner(s) shall be Independent Third Parties. The Placing Shares will be allotted and issued pursuant to the General Mandate granted to the Directors at the AGM held on 5 September 2014.

The maximum number of 83,000,000 Placing Shares represent (i) 20.00% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 16.67% of the existing issued share capital of the Company as enlarged by the Placing (assuming the maximum number of Placing Shares are placed). The aggregate nominal value of the maximum number of Placing Shares under the Placing is HK\$830,000.

Assuming the maximum number of the Placing Shares has been placed, the gross proceeds from the Placing will be HK\$60.59 million and the net proceeds will be approximately HK\$59 million (after deduction of commission and other expenses of the Placing). It is expected that the entire net proceeds from the Placing will be utilised for general working capital and/or future investment of the Group as and when opportunities arise, but no specific investment targets have been identified yet as at the date of this announcement.

The Placing Price represents (i) a discount of approximately 18.89% to the closing price of HK\$0.90 per Share as quoted on the Stock Exchange on 13 April 2015, being the date of the Placing Agreement; and (ii) a discount of approximately 17.98% to the average closing price of approximately HK\$0.89 per Share as quoted on the Stock Exchange for the five consecutive trading days of the Shares immediately prior to the date of the Placing Agreement.

No additional Shareholders' approval is necessary for the Placing as the Placing Shares will be issued under the General Mandate.

**Since completion of the Placing is subject to the fulfilment of the condition(s) as set out in the Placing Agreement, the Placing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## THE PLACING AGREEMENT

### **Date:**

13 April 2015 (after trading hours)

### **Issuer:**

The Company

### **Placing Agent:**

Kingston Securities Limited

The Placing Agent has conditionally agreed to procure, on a best effort basis, as placing agent of the Company, independent Placees to subscribe for a maximum of 83,000,000 Placing Shares. The Placing Agent will receive a placing commission of 2.50% of the aggregate Placing Price for the Placing Shares successfully placed by the Placing Agent. Such placing commission was arrived at after arm's length negotiations between the Company and the Placing Agent under normal commercial terms and with reference to the prevailing market condition.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, the Placing Agent and its ultimate beneficial owners are Independent Third Parties. As at the date of this announcement, the Placing Agent and its associates are not interested in any Shares.

### **Placees:**

The Placing Agent will, on a best effort basis, place the Placing Shares to Placees who and whose ultimate beneficial owners (where appropriate) shall be Independent Third Parties. It is currently expected that the Placing Shares will be placed to not less than six Placees. The Placing Agent will use its best endeavour to ensure none of the Placees would, immediately upon completion of the Placing, become a substantial shareholder (within the meaning of the Listing Rules) of the Company.

**Placing Price:**

The Placing Price of HK\$0.73 per Placing Share represents (i) a discount of approximately 18.89% to the closing price of HK\$0.90 per Share as quoted on the Stock Exchange on 13 April 2015, being the date of the Placing Agreement; and (ii) a discount of approximately 17.98% to the average closing price of approximately HK\$0.89 per Share as quoted on the Stock Exchange for the five consecutive trading days of the Shares immediately prior to the date of the Placing Agreement.

The Placing Price was determined after arm's length negotiations between the Company and the Placing Agent with reference to, among other matters, the prevailing market prices of the Shares.

The Directors consider that the terms of the Placing Agreement (including the Placing Price and the placing commission) are fair and reasonable based on the current market conditions and in the interests of the Company and the Shareholders as a whole.

Assuming the maximum number of the Placing Shares has been placed, the gross proceeds from the Placing will be HK\$60.59 million and the net proceeds will be approximately HK\$59 million (after deduction of commission and other expenses of the Placing). On such basis, the net issue price will be approximately HK\$0.71 per Placing Share.

**Placing Shares:**

The maximum number of 83,000,000 Placing Shares represent (i) 20.00% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 16.67% of the existing issued share capital of the Company as enlarged by the Placing (assuming the maximum number of Placing Shares are placed). The aggregate nominal value of the maximum number of the Placing Shares under the Placing will be HK\$830,000.

**Ranking of the Placing Shares:**

The Placing Shares will rank, upon issue and fully paid, *pari passu* in all respects with the Shares in issue as at the date of allotment and issue of the Placing Shares.

**Condition of the Placing:**

Completion of the Placing is conditional upon (i) the Listing Committee of the Stock Exchange granting or agreeing to grant the listing of, and permission to deal in, all of the Placing Shares; and (ii) the obligations of the Placing Agent under the Placing Agreement becoming unconditional and not being terminated in accordance with the terms of the Placing Agreement, including provisions regarding force majeure events.

**Completion:**

Completion of the Placing shall take place within four Business Days after the fulfilment of the above condition or on such other date as the Company and the Placing Agent may agree in writing (the "**Completion Date**").

If the said conditions to the completion of the Placing are not satisfied and/or waived (other than condition (i) above, which cannot be waived) in whole or in part by the Placing Agent on or before 5:00 p.m. on 27 April 2015 or such later date to be agreed between the Company and the Placing Agent in writing, the Placing will be terminated and the Placing will not proceed

and all obligations and liabilities of the parties under the Placing Agreement will forthwith cease and determine and no party will have any claim against the others (save for any antecedent breaches thereof).

**Mandate to allot and issue the Placing Shares:**

The Placing Shares will be allotted and issued pursuant to the General Mandate granted to the Directors at the AGM held on 5 September 2014. Under the General Mandate, the Company is authorised to issue up to 83,000,000 Shares until the revocation, variation or expiration of the General Mandate. The Company has not exercised the power to allot and issue any new Shares pursuant to the General Mandate prior to the date of the Placing Agreement.

The allotment and issue of the Placing Shares is not subject to any additional Shareholders' approval.

**Termination and force majeure:**

The Placing Agent reserves its right to terminate the Placing Agreement by notice in writing to the Company at any time up to 9:00 a.m. on the Completion Date, if in the absolute opinion of the Placing Agent, the success of the Placing would be materially and adversely affected by any force majeure events:

- (a) the introduction of any new laws or regulations or any change in existing laws or regulations (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may, in the absolute opinion of the Placing Agent, materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
- (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before and/or after the date of the Placing Agreement) of a political, military, financial, economic, currency (including a change in the system under which the value of the Hong Kong currency is linked to the currency of the United States of America) or other nature (whether or not sui generis with any of the foregoing), or in the nature of any local, national, international outbreak or escalation of hostilities or armed conflict, or affecting local securities market or the occurrence of any combination of circumstances (inclusive of any pandemics or epidemics) which may, in the absolute opinion of the Placing Agent, materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or adversely prejudices the success of the placing of the Placing Shares to potential investor(s) or otherwise makes it inexpedient or inadvisable for the Company or the Placing Agent to proceed with the Placing; or
- (c) any change in market conditions or combination of circumstances in Hong Kong (including without limitation suspension or material restriction on trading in securities) occurs which affect the success of the Placing (such success being the placing of the Placing Shares to potential investor(s)) or otherwise in the absolute opinion of the Placing Agent makes it inexpedient or inadvisable or inappropriate for the Company or the Placing Agent to proceed with the Placing.

If, at or prior to 9:00 a.m. on the Completion Date;

- (a) the Company commits any material breach of or omits to observe any of the obligations or undertakings expressed or assumed under the Placing Agreement; or
- (b) any suspension in the trading of the Shares on the Stock Exchange for more than ten consecutive trading days save for the purposes of clearing of the announcement relating to the Placing Agreement; or
- (c) the Placing Agent shall become aware of the fact that any of the representations or warranties contained in the Placing Agreement was, when given, untrue or inaccurate or would in any respect be untrue or inaccurate, if repeated, the Placing Agent shall, in its absolute opinion, determine that any such untrue representation or warranty represents or is likely to represent a material adverse change in the financial or trading position or prospects of the Group taken as a whole or will otherwise likely to have a material prejudicial effect on the Placing,

the Placing Agent shall be entitled (but not bound) by notice in writing to the Company to elect to treat such matter or event as releasing and discharging the Placing Agent from its obligations under the Placing Agreement.

Upon giving of notice pursuant to the paragraph above, all obligations of the Placing Agent under the Placing Agreement shall cease and determine and no party shall have any claim against any other parties in respect of any matter or thing arising out of or in connection with the Placing Agreement, save for any antecedent breaches.

The Directors are not aware of the occurrence of any of such events as at the date of this announcement.

## **REASONS FOR THE PLACING AND USE OF PROCEEDS**

The Group is principally engaged in the foundation business in Hong Kong as a foundation subcontractor.

As disclosed above, the maximum net proceeds from the Placing are estimated to be approximately HK\$59 million.

Upon completion of the Placing, it is expected that the entire net proceeds from the Placing will be utilised for general working capital and/or future investment of the Group as and when opportunities arise, but no specific investment targets have been identified yet as at the date of this announcement. The Directors consider that given the good sentiment of the stock market in Hong Kong, the Placing is an appropriate means of raising additional working capital for the Company while broadening the Shareholder and capital base of the Company.

## **FUND RAISING ACTIVITY DURING THE PAST 12 MONTHS**

The Company has not conducted any equity fund raising activities for the 12 months immediately before the date of this announcement.

## EFFECT OF THE PLACING ON SHAREHOLDING

The shareholdings in the Company immediately before the completion of the Placing and immediately after completion of the Placing is and will be as follows:

Shareholders	As at the date of this announcement		Immediately after completion of the Placing (assuming the maximum number of Placing Shares are placed)	
	No. of Shares	approximate	No. of Shares	approximate
		%		%
Fabulous Business Limited ( <i>Note</i> )	212,000,000	51.08%	212,000,000	42.57%
Placees	—	—	83,000,000	16.67%
Public Shareholders	<u>203,000,000</u>	<u>48.92%</u>	<u>203,000,000</u>	<u>40.76%</u>
Total	<u>415,000,000</u>	<u>100.00%</u>	<u>498,000,000</u>	<u>100.00%</u>

*Note:*

Fabulous Business Limited is a company incorporated in the British Virgin Islands and is owned by Prime Colour Global Limited (“Prime Colour”) as to 50% and Splendid Core Global Limited (“Splendid Core”) as to 50%. Mr. Wong Sai Chung (“Mr. SC Wong”) owns 100% of the issued share capital of Prime Colour, of which 40% of the shares is beneficially held by Mr. SC Wong, and 20% and 40% of the shares are held by Mr. SC Wong on trust for Mr. Wong Sai Lai and Mr. Wong Sai Yee, respectively, and Prime Colour in turn owns 50% shareholding in Fabulous Business Limited, the beneficial owner holding approximately 51.08% shareholding in the Company. Mr. Lam Wing Sum owns 100% of the issued share capital of Splendid Core, and Splendid Core in turn owns 50% shareholding in Fabulous Business Limited, the beneficial owner holding approximately 51.08% shareholding in the Company.

## GENERAL

The Placing Shares will be issued under the General Mandate and therefore the Placing will not be subject to any Shareholders’ approval. Application will be made by the Company to the Listing Committee of the Stock Exchange for the grant of the listing of, and permission to deal in, the Placing Shares.

**Since completion of the Placing is subject to the fulfilment of the condition(s) as set out in the Placing Agreement, the Placing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## DEFINITIONS

Unless the context otherwise requires, the following terms in this announcement shall have the meanings set out below:

“acting in concert”	has the same meaning ascribed to it in the Hong Kong Code on Takeovers and Mergers
“AGM”	the annual general meeting of the Company held on 5 September 2014 at which, among other things, the General Mandate was granted to the Directors
“associate(s)”	the meaning ascribed to it in the Listing Rules



“Board”	the board of Directors
“Business Day”	a day (excluding Saturdays and Sundays and public holidays) on which licensed banks are generally open for business in Hong Kong
“Company”	Ngai Shun Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange (Stock Code: 1246)
“connected person”	has the same meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandate”	the general mandate granted to the Directors by the Shareholders at the AGM to allot, issue or deal up to 20% of then issued share capital of the Company as at the date of AGM
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Independent Third Parties”	third parties independent of the Company and not connected nor acting in concert (as defined in the Hong Kong Code on Takeovers and Mergers) with any directors, chief executive or substantial Shareholder(s) of the Company or its subsidiaries and their respective associates
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Placees”	any professional, institutional or other investor(s) or any of their respective subsidiaries or associates procured by the Placing Agent to subscribe for any of the Placing Shares pursuant to the Placing Agent’s obligations under the Placing Agreement
“Placing”	the placing of up to 83,000,000 Placing Shares on a best efforts basis pursuant to the terms of the Placing Agreement
“Placing Agent”	Kingston Securities Limited, a licensed corporation to carry out business in type 1 regulated activity (dealing in securities) under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Placing Agreement”	the conditional placing agreement entered into between the Company and the Placing Agent dated 13 April 2015 in relation to the Placing under the General Mandate
“Placing Price”	HK\$0.73 per Placing Share
“Placing Shares”	up to 83,000,000 new Shares to be placed pursuant to the Placing Agreement

“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

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

Hong Kong, 13 April 2015

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