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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)**

**COMPLETION OF PLACING OF  
NEW SHARES UNDER GENERAL MANDATE**

**Placing Agent**



**金利豐證券**  
**KINGSTON SECURITIES**

The Board is pleased to announce that all the conditions of the Placing have been fulfilled and completion of the Placing took place on 23 April 2015. An aggregate of 83,000,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placees at the Placing Price of HK\$0.73 per Placing Share pursuant to the terms and conditions of the Placing Agreement.

Reference is made to the announcement of Ngai Shun Holdings Limited (the “**Company**”) dated 13 April 2015 in respect of the Placing (the “**Announcement**”). Unless defined otherwise, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

**COMPLETION OF THE PLACING**

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To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, the Placees and their ultimate beneficial owners are Independent Third Parties. None of the Placees has become a substantial Shareholder (as defined under the Listing Rules) immediately after completion of the Placing. The net proceeds from the Placing, after

deducting the placing commission and other expenses in connection with the Placing from the gross proceeds, is approximately HK\$59 million which is intended to be used for general working capital and/or future investment of the Group.

## EFFECTS ON SHAREHOLDING STRUCTURE

The 83,000,000 Placing Shares represent approximately 16.67% of the issued share capital of the Company immediately upon completion of the Placing.

Set out below is the shareholding structure of the Company immediately before and after completion of the Placing:

Shareholders	Immediately before completion of the Placing		Immediately after completion of the Placing	
	<i>No. of Shares</i>	<i>approximate</i> %	<i>No. of Shares</i>	<i>approximate</i> %
Fabulous Business Limited ( <i>Note 1</i> )	212,000,000	51.08%	212,000,000	42.57%
Placees ( <i>Note 2</i> )	—	—	83,000,000	16.67%
Other 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>

*Notes:*

- 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.
- The Placing Shares have been placed by the Placing Agent to not less than six independent Placees and none of them becomes a substantial Shareholder (as defined under the Listing Rules). According, the Shares held by the Placees is regarded as held by public.
- The percentages are subject to rounding difference, if any.

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

Hong Kong, 23 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.*