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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)

**(1) INSIDE INFORMATION;
(2) UNUSUAL PRICE AND TRADING VOLUME MOVEMENTS;
(3) RESUMPTION OF TRADING; AND
(4) CHANGES OF DIRECTORS, CHAIRMAN, VICE CHAIRMAN,
CHIEF EXECUTIVE OFFICER, AUTHORISED REPRESENTATIVES
AND COMPOSITION OF BOARD COMMITTEES**

(1) INSIDE INFORMATION

The Board wishes to announce that the Company is in discussions with independent third parties regarding the Potential Investment. As at the date of this announcement, no binding terms or agreements in relation to the Potential Investment have been entered into in such respect. The Board cautions that there is no assurance that any binding terms or agreements will be executed in respect of the Potential Investment.

The Potential Investment, if materialise, will constitute a notifiable transaction for the Company. The Board will take appropriate steps and make further announcements as and when required in accordance with requirements of the Listing Rules and the SFO.

(2) UNUSUAL PRICE AND TRADING VOLUME MOVEMENTS

The following statement is made at the request of the Stock Exchange.

The Board has noted the recent unusual price and trading volume movements of the shares of the Company. Having made such enquiry with respect to the Company as is reasonable in the circumstances and save as disclosed in section (1) above of this announcement, the Directors confirm that they are not aware of any reason that is or may be relevant to these price and trading volume movements or of any information which must be announced to avoid a false market in the Company's securities or of any inside information that needs to be disclosed under Part XIVA of the SFO.

(3) RESUMPTION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been halted with effect from 2:21 p.m. on Wednesday, 15 July 2015 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the shares of the Company with effect from 9:00 a.m. on Thursday, 16 July 2015.

(4) CHANGES OF DIRECTORS, CHAIRMAN, VICE CHAIRMAN, CHIEF EXECUTIVE OFFICER, AUTHORISED REPRESENTATIVES AND COMPOSITION OF BOARD COMMITTEES

The Board announces that with effect from 15 July 2015:

- (i) Dr. Wong Sai Chung has resigned as an executive Director, the chairman of the Board, the chairman of the Nomination Committee and the Authorised Representative;
- (ii) Mr. Lam Wing Sum has resigned as an executive Director, the vice chairman of the Board, the chief executive officer, a member of the Remuneration Committee and the Authorised Representative;
- (iii) Mr. Lam Wing Tai has resigned as an executive Director;
- (iv) Mr. Tam Tak Kei Raymond has resigned as an independent non-executive Director, the chairman of the Audit Committee and a member of the Nomination Committee;
- (v) Mr. Chiu Sai Chuen Nicholas has resigned as an independent non-executive Director, a member of the Audit Committee, the Nomination Committee and the Remuneration Committee;
- (vi) Mr. Foo Tin Chung Victor has resigned as an independent non-executive Director, a member of the Audit Committee and the chairman of the Remuneration Committee;
- (vii) Mr. Mock Wai Yin has been appointed as an executive Director, the chairman of the Board and the Authorised Representative;
- (viii) Mr. Yeung Siu Keung, the company secretary of the Company, has been appointed as the Authorised Representative;
- (ix) Mr. Lam Chi Wai has been appointed as an independent non-executive Director, the chairman of the Audit Committee, the Nomination Committee and the Remuneration Committee;
- (x) Ms. Lau Mei Ying has been appointment as an independent non-executive Director, a member of the Audit Committee, the Nomination Committee and the Remuneration Committee; and
- (xi) Ms. Thadani Jyoti Ramesh has been appointment as an independent non-executive Director, a member of the Audit Committee, the Nomination Committee and the Remuneration Committee.

(1) INSIDE INFORMATION

This announcement is made by Ngai Shun Holdings Limited (the “**Company**”) pursuant to the provisions of inside information under Part XIVA of the Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong (“**SFO**”) and Rule 13.09 and 13.10 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company wishes to announce that the Company is in discussions with independent third parties regarding a potential investment (the “**Potential Investment**”). As at the date of this announcement, no binding terms or agreements in relation to the Potential Investment have been entered into in such respect. The Board cautions that there is no assurance that any binding terms or agreements will be executed in respect of the Potential Investment.

The Potential Investment, if materialise, will constitute a notifiable transaction for the Company. The Board will take appropriate steps and make further announcements as and when required in accordance with requirements of the Listing Rules and the SFO.

As the Potential Investment may or may not proceed, shareholders and potential investors of the Company are advised to exercise caution when dealing in securities of the Company.

(2) UNUSUAL PRICE AND TRADING VOLUME MOVEMENTS

The following statement is made at the request of the Stock Exchange.

The Board has noted the recent unusual price and trading volume movements of the shares of the Company. Having made such enquiry with respect to the Company as is reasonable in the circumstances and save as disclosed in section (1) above of this announcement, the Directors confirm that they are not aware of any reason that is or may be relevant to these price and trading volume movements or of any information which must be announced to avoid a false market in the Company’s securities or of any inside information that needs to be disclosed under Part XIVA of the SFO.

(3) RESUMPTION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been halted with effect from 2:21 p.m. on Wednesday, 15 July 2015 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the shares of the Company with effect from 9:00 a.m. on Thursday, 16 July 2015.

This announcement is made by the order of the Company. The Board collectively and individually accepts responsibility for the accuracy of this announcement.

(4) CHANGES OF DIRECTORS, CHAIRMAN, VICE CHAIRMAN, CHIEF EXECUTIVE OFFICER, AUTHORISED REPRESENTATIVES AND COMPOSITION OF BOARD COMMITTEES

Resignation of Executive Directors, Chairman, Vice Chairman, Chief Executive Officer, Independent Non-executive Directors and Authorised Representatives

The Board announces that with effect from 15 July 2015:

- (i) Dr. Wong Sai Chung (“**Dr. Wong**”) has resigned as an executive Director, the chairman of the Board, the chairman of the nomination committee of the Company (the “**Nomination Committee**”) and the authorised representative of the Company (the “**Authorised Representative**”);
- (ii) Mr. Lam Wing Sum (“**Mr. WS Lam**”) has resigned as an executive Director, the vice chairman of the Board, the chief executive officer, a member of the remuneration committee of the Company (the “**Remuneration Committee**”) and the Authorised Representative;
- (iii) Mr. Lam Wing Tai (“**Mr. WT Lam**”) has resigned as an executive Director;
- (iv) Mr. Tam Tak Kei Raymond (“**Mr. Tam**”) has resigned as an independent non-executive Director, the chairman of the audit committee of the Company (the “**Audit Committee**”) and a member of the Nomination Committee;
- (v) Mr. Chiu Sai Chuen Nicholas (“**Mr. Chiu**”) has resigned as an independent non-executive Director, a member of the Audit Committee, the Nomination Committee and the Remuneration Committee; and
- (vi) Mr. Foo Tin Chung Victor (“**Mr. Foo**”) has resigned as an independent non-executive Director, a member of the Audit Committee and the chairman of the Remuneration Committee.

Dr. Wong and Mr. WS Lam resigned from the above mentioned roles as to focus on the management of the operations of subsidiaries of the Company. Mr. WT Lam, Mr. Tam, Mr. Chiu and Mr. Foo resigned from the above mentioned roles due to their other personal engagements and business commitments.

Dr. Wong, Mr. WS Lam, Mr. WT Lam, Mr. Tam, Mr. Chiu and Mr. Foo have confirmed that they have no disagreement with the Board and there is no other matter in relation to their resignation that should be brought to the attention of the Stock Exchange and the shareholders of the Company.

Appointment of Executive Director, Chairman of the Board and Authorised Representatives

The Board is pleased to announce that Mr. Mock Wai Yin (“**Mr. Mock**”) has been appointed as an executive Director, the chairman of the Board and the Authorised Representative with effect from 15 July 2015.

Mr. Mock, aged 43, holds a Master of Philosophy in Biochemistry from The Chinese University of Hong Kong and a Master of Science in Hazard Analysis and Critical Control Point from University of Salford. He also holds a Postgraduate Diploma in Professional Accounting. Mr. Mock has 15 years of experience in research analysis and

over 3 years of world-wide experience in natural resources, project investment and property development as well as project valuation and budget management. He was an executive director of South East Group Limited (a company listed on the Stock Exchange with Stock Code: 726) from 20 December 2013 to 1 February 2015.

On 15 July 2015, Mr. Mock entered into a service contract (the “**Service Contract of Mr. Mock**”) with the Company, pursuant to which Mr. Mock is appointed for an initial term of one year commencing from 15 July 2015 unless terminated by either party to the Service Contract of Mr. Mock, which requires not less than one month’s prior notice for termination thereof. He will hold office until the forthcoming annual general meeting of the Company and will retire at that general meeting but will be eligible for re-election pursuant to the articles of association of the Company (the “**Articles**”). Pursuant to the Service Contract of Mr. Mock, Mr. Mock is entitled to a director’s fee of HK\$600,000 per annum, which has been approved by the Remuneration Committee with reference to, among others, his qualification, experience, duties, potential contributions to the Company and the prevailing market conditions.

Following the resignation of Mr. WS Lam as the Authorised Representative mentioned above, Mr. Yeung Siu Keung, the company secretary of the Company, has been appointed as the Authorised Representative with effect from 15 July 2015.

Appointment of Independent Non-executive Directors and Changes in Composition of Board Committees

Upon the resignation of the independent non-executive Directors and members of the Board Committees mentioned above, the Board announces that with effect from 15 July 2015:

- (i) Mr. Lam Chi Wai (“**Mr. CW Lam**”) has been appointed as an independent non-executive Director, the chairman of the Audit Committee, the Nomination Committee and the Remuneration Committee;
- (ii) Ms. Lau Mei Ying (“**Ms. Lau**”) has been appointment as an independent non-executive Director, a member of the Audit Committee, the Nomination Committee and the Remuneration Committee; and
- (iii) Ms. Thadani Jyoti Ramesh (“**Ms. Thadani**”) has been appointment as an independent non-executive Director, a member of the Audit Committee, the Nomination Committee and the Remuneration Committee.

The biographies and remuneration of the above newly appointed independent non-executive Directors are set out below:

Mr. Lam Chi Wai

Mr. CW Lam, aged 37, holds a Master of Science in Accountancy from the Hong Kong Polytechnic University. Mr. CW Lam had years of experience in the field of business accounting, auditing and corporate secretarial services. He is a member of Association of Chartered Certified Accountants. He is an independent non-executive director of Jin Bao Bao Holdings Limited (a company listed on the Stock Exchange with Stock Code: 1239) since 5 March 2015.

Ms. Lau Mei Ying

Ms. Lau, aged 33, graduated from the Chinese University of Hong Kong with a bachelor degree of Social Science in Economics. Ms. Lau has extensive experiences in the financial market and insurance underwriting. She has been a fellow member of Life Management Institute issued by Life Office Management Association since November 2008.

Ms. Thadani Jyoti Ramesh

Ms. Thadani Jyoti Ramesh, aged 31, obtained her Bachelor Degree in Laws and the Postgraduate Certificate in Laws (PCLL) from the University of Hong Kong. Ms. Thadani is a business consultant for investment projects and has extensive experience in analysing and reviewing business practices.

On 15 July 2015, Mr. CW Lam, Ms. Lau and Ms. Thadani entered into service contracts (the “**Service Contracts**”) with the Company, pursuant to which each of them is appointed for an initial term of one year commencing from 15 July 2015 unless terminated by either party to the Service Contracts, which requires not less than one month’s prior notice for termination thereof. They will hold office until the forthcoming general meeting of the Company and will retire at that general meeting but will be eligible for re-election pursuant to the Articles. Pursuant to the Service Contracts, each of Mr. CW Lam, Ms. Lau and Ms. Thadani is entitled to a director’s fee of HK\$120,000 per annum, which has been approved by the Remuneration Committee with reference to, among others, his/her qualification, experience, duties, potential contributions to the Company and the prevailing market conditions.

Save as disclosed above, as at the date of this announcement, each of the above newly appointed executive Director and independent non-executive Directors:

- (i) does not hold any position in the Company or any of its subsidiaries, or have any other major appointments and professional qualifications;
- (ii) does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in Listing Rules) of the Company;
- (iii) does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV the SFO of the Company);
- (iv) did not hold any other directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the three years prior to the date of this announcement; and
- (v) has no further information to be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Listing Rules relating to his/her appointment as a Director.

The Board would like to take this opportunity to express its sincere gratitude to Dr. Wong, Mr. WS Lam, Mr. WT Lam, Mr. Tam, Mr. Chiu and Mr. Foo for their contribution to the Company during their tenure of office and to extend a warm welcome to Mr. Mock, Mr. CW Lam, Ms. Lau and Ms. Thadani for joining the Board.

By order of the Board
Ngai Shun Holdings Limited
Mock Wai Yin
Executive Director and Chairman

Hong Kong, 15 July 2015

As at the date of this announcement, the Company has (i) three executive Directors, namely Mr. Mock Wai Yin, Mr. Chu Bai Qing and Mr. Zou Wei Dong; (ii) one non-executive Director, namely Mr. Chui Kwong Kau and (iii) three independent non-executive Directors, namely Mr. Lam Chi Wai, Ms. Lau Mei Ying and Ms. Thadani Jyoti Ramesh.

In the case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.