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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Ngai Shun Holdings Limited (the “**Company**”) will be held on Wednesday, 19 August 2015 at 11:00 a.m. at Units 4202–03, 42nd Floor, The Center, 99 Queen’s Road Central, Hong Kong for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolution of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:** the authorised share capital of the Company be increased from HK\$10,000,000 divided into 10,000,000,000 shares of HK\$0.001 par value each to HK\$200,000,000 divided into 200,000,000,000 shares of HK\$0.001 par value each (“**Increase in Authorised Share Capital**”) be and is hereby approved and the directors of the Company (“**Directors**”) be and are hereby authorised to do all such acts and things and execute all such documents on behalf of the Company as they may consider necessary or expedient to give effect to or in connection with the Increase in Authorised Share Capital.”
2. “**THAT:** subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the Bonus Shares (as defined below), the Bonus Issue (as defined below) be approved in the following manner:
 - (a) an amount standing to the credit of the retained profits of the Company be capitalised and accordingly the Directors be and are hereby authorised and directed to apply such amount in paying up in full at par new ordinary shares of HK\$0.001 each in the share capital of the Company (the “**Bonus Shares**”) and that such Bonus Shares shall be allotted and distributed, credited as fully paid up at par (subject as referred to paragraph (b) below), to and among members of the Company whose names appear on the register of members of the Company at the close of business on Thursday, 27 August 2015 (the “**Record Date**”), other than those members whose addresses as shown on the register of members of the Company at the close of business on the Record Date are in places outside Hong Kong and in respect of whom the Directors consider the exclusion from the Bonus Issue to be necessary or expedient in accordance with the Rules Governing the Listing of Securities on the

Stock Exchange, on the basis of four (4) Bonus Shares for every one (1) Share of HK\$0.001 each in the share capital of the Company held by them respectively on the Record Date (the “**Bonus Issue**”);

- (b) no fractional Bonus Shares shall be allotted or issued to the members of the Company;
- (c) in case where the address of any holder of Shares as shown on the register of members of the Company on the Record Date is outside Hong Kong (the “**Overseas Shareholders**”) and upon making relevant enquiries, the Directors consider the exclusion of such Overseas Shareholders is necessary or expedient, the Bonus Shares shall not be issued to such Overseas Shareholders (the “**Non-Qualifying Shareholders**”) but shall be aggregated and sold in the market as soon as practicable after dealings in the Bonus Shares commence. Any net proceeds of sale, after deduction of the related expenses, of HK\$100.00 or more, will be distributed in Hong Kong dollars to the relevant Non-Qualifying Shareholders, if any, pro-rata to their respective shareholdings and remittances therefor will be posted to them, at their own risk, unless the amount falling to be distributed to any such persons is less than HK\$100.00, in which case it will be retained for the benefit of the Company;
- (d) the Bonus Shares to be issued pursuant to paragraph (a) above will rank pari passu with the Shares then existing in all respects except for those Shares which will not rank for the Bonus Issue as set out in this resolution; and
- (e) the Directors be and are hereby authorised to do all such acts and things as he or she may consider necessary or expedient to implement and give effect to the Bonus Issue and arrangements as set out in this resolution.”

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

Hong Kong, 3 August 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.

Notes:

1. To be valid, the instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney authorised in writing or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
2. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or the adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
4. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.