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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)**

**SUPPLEMENTAL UNDERWRITING AGREEMENT;  
EXPECTED TIMETABLE IN RELATION TO THE RIGHTS ISSUE;  
AND  
APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER**

**SUPPLEMENTAL UNDERWRITING AGREEMENT**

The Board announces that on 26 May 2016, the Company and the Underwriter entered into the Supplemental Underwriting Agreement, pursuant to which the Company and the Underwriter agreed to amend the Latest Lodging Date, the Latest Time for Acceptance, the Prospectus Posting Date, the Latest Time for Termination and the Record Date in accordance with the relevant dates set out in the revised expected timetable below or such other time(s) or date(s) as the Company may determine.

**APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER**

The Board is pleased to announce that INCU Corporate Finance Limited has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the terms of the Rights Issue.

References are made to the announcement of Ngai Shun Holdings Limited (the “**Company**”) dated 24 March 2016 (the “**Rights Issue Announcement**”) in relation to, among other things, the Share Consolidation, the Increase in authorised share capital and the Rights Issue and the announcements dated 20 April 2016, 9 May 2016, 16 May 2016 and 23 May 2016 in relation to the delay in despatch of circular (the “**Delay in Despatch Announcements**”). Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as those defined in the Rights Issue Announcement.

## SUPPLEMENTAL UNDERWRITING AGREEMENT

The Board announces that on 26 May 2016, the Company and the Underwriter entered into a supplemental underwriting agreement (the “**Supplemental Underwriting Agreement**”), pursuant to which the Company and the Underwriter agreed to amend the latest time for the Shareholders to lodge transfer of Consolidated Shares in order to qualify for the Rights Issue (the “**Latest Lodging Date**”), the latest time for acceptance of, and payment for, the Rights Shares and the applications for excess Rights Shares (“**Latest Time for Acceptance**”), the Prospectus Posting Date, the Latest Time for Termination and the Record Date in accordance with the relevant dates set out in the revised expected timetable below or such other time(s) or date(s) as the Company may determine.

### REVISED EXPECTED TIMETABLE FOR THE RIGHTS ISSUE

In view of the amendments set out in the Supplemental Underwriting Agreement, the expected timetable for the Rights Issue be revised as follows. The revised expected timetable is indicative only and has been prepared on the assumption that all the conditions of the Rights Issue will be fulfilled:

| <b>Event</b>  | <b>2016</b>                        |
|---|------------------------------------|
| Despatch of circular with notice and form of proxy for the EGM . . . . .  | Friday, 27 May                     |
| Latest time for lodging forms of proxy for the purpose of the EGM . . . . .   | 11:00 a.m. on<br>Sunday, 12 June   |
| Expected date and time of the EGM . . . . .   | 11:00 a.m. on<br>Tuesday, 14 June  |
| Announcement of poll results of EGM . . . . .   | Tuesday, 14 June                   |
| Effective date of the Share Consolidation . . . . .   | Wednesday, 15 June                 |
| Dealings in the Consolidated Shares commence . . . . .  | 9:00 a.m. on<br>Wednesday, 15 June |
| Original counter for trading in existing Shares in<br>board lots of 20,000 existing Shares (in the form<br>of existing share certificates in blue) temporarily closes . . . . . | 9:00 a.m. on<br>Wednesday, 15 June |
| Temporary counter for trading in Consolidated Shares<br>in board lots of 800 Consolidated Shares (in the<br>form of existing share certificates in blue) opens . . . . .        | 9:00 a.m. on<br>Wednesday, 15 June |
| First day for free exchange of existing share certificates in blue<br>for new share certificates in green for the Consolidated<br>Shares commences . . . . .                    | Wednesday, 15 June                 |
| Last day of dealings in Consolidated Shares on a cum-rights basis . . . .   | Wednesday, 15 June                 |
| First day of dealings in Consolidated Shares on an ex-rights basis . . . .  | Thursday, 16 June                  |

**Event****2016**

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| Latest time for the Shareholders to lodge transfer of Consolidated Shares in order to qualify for the Rights Issue . . . . .   | 4:30 p.m. on Friday, 17 June          |
| Closure of register of members of the Company (both dates inclusive) . . . . .   | Monday, 20 June to Friday, 24 June    |
| Record Date and time for determining entitlements to the Rights Issue . . . . .  | 4:30 p.m. on Friday, 24 June          |
| Register of members of the Company re-opens . . . . .  | Monday, 27 June                       |
| Despatch of Prospectus Documents . . . . .   | Monday, 27 June                       |
| Designated broker starts to stand in the market to provide matching service for the sale and purchase of odd lots of Consolidated Shares . . . . .   | 9:00 a.m. on Wednesday, 29 June       |
| Original counter for trading in Consolidated Shares in board lots of 20,000 Consolidated Shares (in the form of new share certificates in green) re-opens . . . . .  | 9:00 a.m. on Wednesday, 29 June       |
| Parallel trading in Consolidated Shares (in the form of both existing certificates in blue in board lots of 800 Consolidated Shares and new certificates in green in board lots of 20,000 Consolidated Shares) commences . . . . . | 9:00 a.m. on Wednesday, 29 June       |
| First day of dealings in nil-paid Rights Shares . . . . .  | 9:00 a.m. on Wednesday, 29 June       |
| Latest time for splitting nil-paid Rights Shares . . . . .   | 4:30 p.m. on Monday, 4 July           |
| Last day of dealings in nil-paid Rights Shares . . . . .   | close of business on Thursday, 7 July |
| Latest time for acceptance of, and payment for, the Rights Shares and the applications for excess Rights Shares . . . . .  | 4:00 p.m. on Tuesday, 12 July         |
| Latest time to terminate the Underwriting Agreement and for the Rights Issue to become unconditional . . . . .   | 4:00 p.m. on Wednesday, 13 July       |
| Announcement of results of the Rights Issue . . . . .  | Tuesday, 19 July                      |

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| Temporary counter for trading in Consolidated Shares<br>in board lots of 800 Consolidated Shares<br>(in the form of existing share certificates in blue) closes . . . . .  | close of business on<br>Wednesday, 20 July |
| Parallel trading in Consolidated Shares (represented by both<br>existing certificates in blue in board lots of 800<br>Consolidated Shares and new certificates in green<br>in board lots of 20,000 Consolidated Shares) ends . . . . . | close of business on<br>Wednesday, 20 July |
| Designated broker ceases to stand in the market to provide<br>matching services for the sale and purchase of<br>odd lots of Consolidated Shares . . . . .  | close of business on<br>Wednesday, 20 July |
| Refund cheques to be despatched in relation to wholly or<br>partially unsuccessful applications for excess<br>Rights Shares on or before . . . . .   | Wednesday, 20 July                         |
| Certificates for fully paid Rights Shares<br>to be despatched on or before . . . . .   | Wednesday, 20 July                         |
| Commencement of dealings in fully-paid Rights Shares . . . . .   | 9:00 a.m. on<br>Thursday, 21 July          |
| Latest time for free exchange of existing share certificates in blue<br>for the new share certificates in green for the Consolidated Shares . . . . .  | 4:30 p.m. on<br>Friday, 22 July            |

*All times and dates stated in this circular refer to Hong Kong local times and dates. Dates or deadlines specified in the expected timetable above are indicative only and may be extended or varied by the Company. Any changes to the expected timetable will be published or notified to Shareholders as and when appropriate.*

#### **APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER**

The Board is pleased to announce that INCU Corporate Finance Limited has been appointed as the independent financial adviser to advise the Independent Board Committee in respect of the terms of the Rights Issue. The Independent Board Committee, which comprises all the independent non-executive Directors, has been established to advise the Independent Shareholders in respect of the terms of the Rights Issue.

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

Hong Kong, 26 May 2016

*As at the date of this announcement, the Company has (i) two executive Directors, namely Mr. Mock Wai Yin and Mr. Wang Xin; (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.*