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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 “EGM”) of the shareholders of Ngai Shun Holdings Limited (the “Company”) will be held at Units 4202–03, 42nd Floor, The Center, 99 Queen’s Road Central, Hong Kong, on 14 June 2016 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution as ordinary resolution of the Company:

**ORDINARY RESOLUTIONS**

1. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval of the listing of, and the permission to deal in, the Consolidated Shares (as defined below), with effect from the business day (as defined below) immediately following the date on which this Resolution is passed:
  - (a) every twenty-five (25) issued and unissued shares of HK\$0.001 each in the share capital of the Company be consolidated into one (1) share of HK\$0.025 each (the “**Consolidated Share**”) in the share capital of the Company (the “**Share Consolidation**”) be and is hereby approved;
  - (b) the Consolidated Shares shall rank *pari passu* in all respects with each other and have the same rights and privileges as regards dividend, capital, redemption, attendance at meetings, voting, etc. and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company;
  - (c) all fractional Consolidated Shares will be disregarded and will not be issued to the holders of the existing shares of HK\$0.001 each in the share capital of the Company but all fractional Consolidated Shares will be aggregated, sold and retained for the benefit of the Company, if possible and applicable; and

(d) any one or more of the directors of the Company (the “**Directors**”) be and is/are hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in and for completion of the Share Consolidation.”

2. “**THAT**

(a) the increase of the authorised share capital of the Company from HK\$200,000,000 divided into 8,000,000,000 Consolidated Shares of HK\$0.025 each to HK\$400,000,000 divided into 16,000,000,000 Consolidated Shares by the creation of an additional 8,000,000,000 unissued (the “**Increase in Authorised Share Capital**”) Consolidated Shares be and is hereby approved; and

(b) any one or more of the Directors be and is/are hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in and for completion of the Increase in Authorised Share Capital.”

3. “**THAT** subject to the passing of resolution number 1 and 2 above and conditional upon:

(a) the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant (subject to allotment) and not having revoked the listing of and permission to deal in the Rights Shares (as defined below) to be allotted and issued to the shareholders of the Company (the “**Shareholders**”) pursuant to the terms and conditions of the Rights Issue (as defined below); and (b) the fulfillment of the conditions set out in the underwriting agreement dated 24 March 2016 (the “**Underwriting Agreement**”), entered into between the Company as issuer and Kingston Securities Limited (the “**Underwriter**”) as underwriter becoming unconditional and the Underwriting Agreement not being terminated in accordance with the terms thereof prior to 4:00 p.m. on the next business day after the last day for acceptance of Rights Shares (as defined below) (a copy of the Underwriting Agreement had been produced to the EGM marked “A”, and signed by the chairman of the EGM for the purpose of identification),

(i) the issue by way of Rights Issue (the “**Rights Issue**”) of 5,478,000,000 new Consolidated Shares (the “**Rights Shares**”) at the subscription price of HK\$0.165 per Rights Share to the Shareholders (“**Qualifying Shareholders**”) whose names appear on the register of members of the Company on record date of the Rights Issue as determined and announced by the board of Directors (excluding those Shareholders (the “**Excluded Shareholders**”) with registered addresses outside Hong Kong whom the Directors consider it necessary or expedient to exclude after making the relevant enquiries regarding the legal restrictions under the laws of the relevant place and the requirements of the relevant regulatory body or stock exchange in the place where those overseas Shareholders reside) on the basis of eleven Rights Shares for every two Consolidated Shares then held by Qualifying Shareholders on the record date be and is hereby approved;

(ii) the Directors be and are hereby authorised to allot and issue the Rights Shares pursuant to and in connection with the Rights Issue as they deem necessary or expedient having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company;

- (iii) the Underwriting Agreement and the transactions contemplated thereby (including but not limited to the arrangement for the taking up of the unsubscribed Rights Shares, if any, by the Underwriter) be and are hereby approved, confirmed and ratified; and
- (iv) any one Director be and is hereby authorised to sign and execute such documents and do all such acts and things incidental to the Rights Issue or as they consider necessary, desirable or expedient in connection with the implementation of or giving effect to the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder.”
4. “**THAT** Mr. Wang Xin be re-elected as an executive Director and the board of Directors be authorised to fix his remuneration.”

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

Hong Kong, 27 May 2016

*Registered office:*  
Clifton House  
75 Fort Street  
P.O. Box 1350  
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KY1-1108  
Cayman Islands

*Head office and principal place of business  
in Hong Kong:*  
Unit 2102, 21/F  
West Tower Shun Tak Centre  
168–200 Connaught Road Central  
Sheung Wan  
Hong Kong

*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 and transfer office 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.

*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.*