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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)**

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING  
HELD ON 14 FEBRUARY 2017**

Reference is made to the circular of Ngai Shun Holdings Limited (the “**Company**”) dated 26 January 2017 (the “**Circular**”) in relation to the (1) Subscription of Shares under Specific Mandate and (2) Major Transaction. Unless otherwise defined, terms used herein shall have the same meanings as defined in the Circular.

The Board is pleased to announce that the resolution (the “**Resolution**”) as set out in the notice of the EGM approving, among others, (i) the Subscription Agreement and the transactions contemplated thereunder including the allotment and issue of the Subscription Shares under the Specific Mandate, and (ii) the Sale and Purchase Agreement and the transactions contemplated thereunder, was duly passed as ordinary resolution by the Shareholders at the EGM held on 14 February 2017 by way of poll as more than 50% of the total votes were cast in favour of the Resolution.

The Company's Hong Kong branch share registrar, Tricor Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote taking. The poll results in respect of the Resolution are as follows:

Ordinary Resolution		Number of votes (%)	
		For	Against
(a)	the subscription agreement dated 30 September 2016 (the "Subscription Agreement") entered into between (i) the Company, as the issuer and (ii) Liyao Investment Limited (the "Subscriber"), as the subscriber, pursuant to which the Subscriber conditionally agreed to subscribe for and the Company conditionally agreed to allot and issue, in aggregate 2,600,000,000 shares (the "Subscription Shares") at the price of HK\$0.20 per share (the "Subscription Price") for an aggregate amount of HK\$520,000,000 (the "Subscription"), and all transactions contemplated under the Subscription Agreement and the Subscription and in connection with each of them be and are hereby approved, confirmed and ratified;	2,782,949,582 (100%)	0 (0%)
(b)	the allotment and issue of the Subscription Shares at the Subscription Price for an aggregate amount of HK\$520,000,000 to the Subscriber in accordance with the terms and conditions of the Subscription Agreement be and are hereby approved;		
(c)	subject to and conditional upon (i) the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in the Subscription Shares; and (ii) the fulfilment of other conditions precedent as set out in the Subscription Agreement, the Directors be and are hereby granted the unconditional specific mandate (the "Specific Mandate") which shall entitle the directors of the Company (the "Directors"; and any one of them, the "Director") to exercise all the powers of the Company to allot and issue the Subscription Shares to the Subscriber, and that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution;		
(d)	the sale and purchase agreement dated 30 September 2016 (the "Sale and Purchase Agreement") entered into between (i) Creative Lane Limited, a direct wholly owned subsidiary of the Company, as the purchaser (the "Purchaser") and (ii) Boill International Co., Limited (the "Vendor") as the vendor, pursuant to which (1) the Vendor has conditionally agreed to dispose of and the Purchaser has conditionally agreed to purchase 68 ordinary shares of Anway Real Estate Limited (the "Target Company"); and (2) the Vendor has conditionally agreed to assign and the Purchaser has conditionally agreed to accept the assignment of 68% of a shareholder's loan in the amount of approximately HK\$781.38 million owed by the Target Company to the Vendor as at the date of the Sale and Purchase Agreement, subject to further adjustment (if any) at the date on which the completion of the transactions contemplated under the Sale and Purchase Agreement take place (collectively, the "Acquisition") for a total consideration of HK\$1,100,000,000, and all transactions contemplated under the Sale and Purchase Agreement and the Acquisition and in connection with each of them be and are hereby approved, confirmed and ratified; and		

Ordinary Resolution		Number of votes (%)	
		For	Against
(e)	the Director or, if the affixation of the common seal of the Company is necessary, any one Director and the company secretary of the Company or any two Directors or such other person (including a Director) or persons as the board of Directors may appoint be and is/are hereby authorised for and on behalf of the Company to approve and execute all 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 or related to the Subscription Agreement, Sale and Purchase Agreement and transactions contemplated thereunder or incidental thereto and completion thereof as he/she/they may consider necessary, desirable or expedient.		

As at the date of the EGM, the total number of Shares entitling the holders to attend and vote on the Resolution at the EGM was 6,474,000,000 Shares, representing 100% of the total issued share capital of the Company. To the best of the Directors' knowledge, information and belief and having made all enquiries, there was no Share entitling the Shareholders to attend and vote only against the Resolution at the EGM and no Shareholders were required under the Listing Rules to abstain from voting on the Resolution at the EGM. In addition, no Shareholders has stated his/her intention in the Circular to vote against or to abstain from voting on the Resolution at the EGM.

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

Hong Kong, 14 February 2017

*As at the date of this announcement, the Company has (i) two executive Directors, namely Mr. Mock Wai Yin and Dr. Wong Yun Kuen; (ii) one non-executive Director, namely Mr. Chui Kwong Kau; and (iii) four independent non-executive Directors, namely Mr. Lam Chi Wai, Ms. Lau Mei Ying, Ms. Thadani Jyoti Ramesh and Mr. Eric Todd.*

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