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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: 1246)**

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND  
COMPOSITION OF BOARD COMMITTEES**

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The Board announces that with effect from 19 April 2017:

- (1) Ms. Thadani Jyoti Ramesh has resigned as an independent non-executive Director; and
- (2) Mr. Chai Chi Man has been appointed as an independent non-executive Director.

**CHANGE OF COMPOSITION OF BOARD COMMITTEES**

Following the changes of the independent non-executive Directors and with effect from 19 April 2017:

- (1) Ms. Thadani Jyoti Ramesh has ceased to be a member of the Audit Committee, a member of the Nomination Committee and a member of the Remuneration Committee; and
- (2) Mr. Chai Chi Man has been appointed as a member of the Audit Committee, a member of the Nomination Committee and a member of the Remuneration Committee.

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Ngai Shun Holdings Limited (the “**Company**”) announces that Ms. Thadani Jyoti Ramesh (“**Ms. Thadani**”) has resigned as an independent non-executive Director due to her decision to devote more time to her personal career, with effect from 19 April 2017.

Ms. Thadani has confirmed that she has no claim against the Company in respect of her resignation and she has no disagreement with the Board. There is no matter in relation to her resignation that should be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the shareholders of the Company (the “**Shareholders**”).

## APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Chai Chi Man (“**Mr. Chai**”) has been appointed as an independent non-executive Director with effect from 19 April 2017. The biographical details of Mr. Chai are set out as follows:

Mr. Chai, aged 54, possesses extensive exposure in the auditing and accounting field. Mr. Chai holds a master’s degree of Arts in Finance and Investment from University of Exeter, United Kingdom. Mr. Chai is a fellow member of the Hong Kong Institute of Certified Public Accountants. Mr. Chai worked for international audit firm and Hong Kong listed company and is currently a partner of a CPA firm. Mr. Chai is also a licensed person for the regulated activities of type 9 (asset management) under the Securities and Futures Ordinance of Hong Kong (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”) and an accredited general mediator of the Hong Kong Mediation Accreditation Association Limited.

On 19 April 2017, Mr. Chai entered into a service contract (the “**Service Contract**”) with the Company, pursuant to which he is appointed for an initial term of three years commencing from 19 April 2017 unless terminated by either party to the Service Contract, which requires not less than three months’ prior notice for termination thereof. He 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 memorandum and articles of association of the Company. Pursuant to the Service Contract, Mr. Chai is entitled to a director’s fee of HK\$120,000 per annum, which has been approved by the remuneration committee of the Company (the “**Remuneration Committee**”) with reference to, among others, his qualification, experience, duties, potential contributions to the Company and the prevailing market conditions.

Save as disclosed above, Mr. Chai does not hold any position in the Company or any of its subsidiaries, or have any other major appointments and professional qualifications. He does not have any relationship with any Directors, senior management or substantial or controlling Shareholders (as defined in the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”)) of the Company.

Moreover, as at the date of this announcement, Mr. Chai 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 of the SFO)) of the Company.

Save as disclosed above, Mr. Chai 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.

Save as disclosed above, there are no other matters concerning Mr. Chai that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Chai that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

## CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board announces that, following the change of the independent non-executive Directors and with effect from 19 April 2017:

- (1) Ms. Thadani has ceased to be a member of the audit committee of the Company (the “**Audit Committee**”), a member of the nomination committee of the Company (the “**Nomination Committee**”) and a member of the Remuneration Committee; and

(2) Mr. Chai has been appointed as a member of the Audit Committee, a member of the Nomination Committee and a member of the Remuneration Committee.

The Board would like to take this opportunity to express its sincere gratitude to Ms. Thadani for her contributions to the Company during her tenure of office and would like to extend its warmest welcome to Mr. Chai for joining the Board.

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

Hong Kong, 19 April 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, Mr. Eric Todd and Mr. Chai Chi Man.*

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