

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**Ngai Shun Holdings Limited**  
**毅信控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1246)**

**INSIDE INFORMATION**  
**DISPOSAL OF SHARES BY CONTROLLING SHAREHOLDER**

This announcement is made by Ngai Shun Holdings Limited (the “**Company**”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

On 24 April 2015, the Board has been informed by Fabulous Business Limited, the controlling shareholder (as defined in the Listing Rules) of the Company holding approximately 42.57% of the issued share capital of the Company as at the date of this announcement, that it had disposed 49,000,000 shares of the Company (the “**Share**”) (representing approximately 9.84% of the issued share capital of the Company as at the date of this announcement) at a price of HK\$1.20 per Share (representing a discount of approximately 27.27% to the closing price on 24 April 2015 of HK\$1.65 per share) (the “**Disposal**”) to a third party independent of the Group and its connected persons (as defined in the Listing Rules) (the “**Purchaser**”). Completion of the Disposal took place on today.

Following the completion of the Disposal, Fabulous Business Limited is interested in 163,000,000 Shares (representing approximately 32.73% of the issued share capital of the Company as at the date of this announcement) and will remain to be the controlling shareholder (as defined in the Listing Rules) of the Company.

## SHAREHOLDING STRUCTURE

Set out below is the shareholding structure of the Company (i) immediately before completion of the Disposal; and (ii) immediately after completion of the Disposal:

Name of Shareholders	Immediately before completion of the Disposal		Immediately after completion of the Disposal	
	<i>No. of Shares</i>	<i>Approximately</i> %	<i>No. of Shares</i>	<i>Approximately</i> %
Fabulous Business ( <i>note 1</i> )	212,000,000	42.57%	163,000,000	32.73%
Purchaser	—	—	49,000,000	9.84%
Other public shareholders	<u>286,000,000</u>	<u>57.43%</u>	<u>286,000,000</u>	<u>57.43%</u>
Total	<u>498,000,000</u>	<u>100%</u>	<u>498,000,000</u>	<u>100%</u>

*Note:* Fabulous Business Limited is a company incorporated in the British Virgin Islands and is owned by Prime Colour Global Limited (“**Prime Colour**”) as to 50% and Splendid Core Global Limited (“**Splendid Core**”) as to 50% respectively. Mr. Wong Sai Chung (“**Mr. SC Wong**”) owns 100% of the issued share capital of Prime Colour, of which 40% of the Shares is beneficially held by Mr. SC Wong, and 20% and 40% of the Shares are held by Mr. SC Wong on trust for Mr. Wong Sai Lai and Mr. Wong Sai Yee, respectively, and Prime Colour in turn owns 50% shareholding in Fabulous Business Limited, the beneficial owner holding approximately 42.57% shareholding in the Company. Mr. Lam Wing Sum owns 100% of the issued share capital of Splendid Core, and Splendid Core in turn owns 50% shareholding in Fabulous Business Limited, the beneficial owner holding approximately 42.57% shareholding in the Company.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

By Order of the Board  
**Ngai Shun Holdings Limited**  
**Wong Sai Chung**  
*Chairman*

Hong Kong, 24 April 2015

*As at the date of this announcement, the Company has (i) four executive Directors, namely Mr. Wong Sai Chung, Mr. Lam Wing Sum, Mr. Tao Chi Keung and Mr. Lam Wing Tai; (ii) one non-executive Director, namely Mr. Chui Kwong Kau and (iii) four independent non-executive Directors, namely Mr. Tam Tak Kei, Raymond, Mr. Pai Hao, Mr. Chiu Sai Chuen Nicholas and Mr. Foo Tin Chung, Victor.*