

**IMPORTANT**

Excess application form No.

Reference is made to the prospectus (the "Prospectus") issued by Ngai Shun Holdings Limited (the "Company") dated 27 June 2016 in relation to the Rights Issue. Terms defined herein shall bear the same meanings as those defined in the Prospectus unless the context otherwise requires. Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this document, 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 document. THIS DOCUMENT IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE ONLY OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW WHO WISH(ES) TO APPLY FOR THE RIGHTS SHARES IN ADDITION TO THOSE ALLOTTED PROVISIONALLY TO HIM/HER/THEM/IT. APPLICATIONS MUST BE RECEIVED BY THE COMPANY'S HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE, TRICOR INVESTOR SERVICES LIMITED, BY NO LATER THAN 4:00 P.M. ON TUESDAY, 12 JULY 2016. IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS DOCUMENT OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS. This form of application for excess Rights Shares ("EAF") and any acceptance of and application made under it are governed by and shall be construed in accordance with the laws of Hong Kong. A copy of this EAF, together with a copy of each of the Prospectus and the PAL and the documents specified in the paragraph headed "Documents delivered to the Registrar of Companies" in Appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, the Stock Exchange and the SFC take no responsibility as to the contents of any of these documents. Dealings in the Consolidated Shares and the Rights Shares in both nil-paid and fully-paid forms may be settled through CCASS and you should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers for details of those settlement arrangements and how such arrangements may affect your rights and interests.



**NGAI SHUN HOLDINGS LIMITED**  
**毅信控股有限公司**  
(Incorporated in the Cayman Islands with limited liability)  
(Stock Code : 1246)

**RIGHTS ISSUE ON THE BASIS OF ELEVEN RIGHTS SHARES FOR EVERY TWO CONSOLIDATED SHARES HELD ON THE RECORD DATE PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN 4:00 P.M. ON TUESDAY, 12 JULY 2016**

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

Hong Kong Branch Share Registrar and Transfer Office:  
**Tricor Investor Services Limited**  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong

**FORM OF APPLICATION FOR EXCESS RIGHTS SHARES**

Name(s) and address of Qualifying Shareholder(s)

Head Office and Principal Place of Business:  
Unit 2102, 21/F  
West Tower Shun Tak Centre  
168-200 Connaught Road Central  
Sheung Wan  
Hong Kong  
27 June 2016

**Application can be made only by the Qualifying Shareholder(s) named here.**

To The Directors  
Ngai Shun Holdings Limited (the "Company")

Dear Sirs,  
I/We, being the Qualifying Shareholder(s) named above, hereby irrevocably apply for \_\_\_\_\_ excess Rights Shares at the Subscription Price of HK\$0.165 per Rights Share under the Rights Issue. I/We enclose a separate remittance by cheque or cashier's order drawn in favour of "NGAI SHUN HOLDINGS LIMITED – EAF" and crossed "Account Payee Only" for HK\$ \_\_\_\_\_, being payment in full on application for the abovementioned number of excess Rights Shares. I/We hereby request you to allot such excess Rights Shares applied for, or any smaller number, to me/us and to send by ordinary mail at my/our risk to the address shown above my/our certificate(s) for the number of excess Rights Shares allotted to me/us in respect of this application and/or a cheque for any application monies returnable to me/us. I/We understand that allotments in respect of this application shall be at the discretion of the Directors on a fair and equitable basis as set out in the section headed "Application for excess Rights Shares" of the "Letter from the Board" in the Prospectus. I/We acknowledge that I am/we are not guaranteed to be allotted any of the excess Rights Shares applied for. I/We hereby undertake to accept such number of excess Rights Shares as may be allotted to me/us as aforesaid upon the terms set out in the Prospectus and the PAL, and subject to the memorandum and articles of association of the Company. In respect of any excess Rights Shares allotted to me/us, I/We authorise you to place my/our name(s) on the register of members of the Company as the holder(s) of such Rights Shares.

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_  
Signature(s) of Shareholder(s) (all joint Shareholders must sign)

Date: \_\_\_\_\_ 2016 Contact telephone number: \_\_\_\_\_ \* Any payments for the Rights Shares should be rounded down to 2 decimal points

This EAF should be completed in full and lodged, together with payment of HK\$0.165 per Rights Share for the number of excess Rights Shares applied for, with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, so as to be received by the Company's Hong Kong branch share registrar and transfer office by no later than 4:00 p.m. on Tuesday, 12 July 2016. All remittances must be made in Hong Kong dollars and must be forwarded either by cheque drawn on an account with, or cashier's order issued by, a licensed bank in Hong Kong. All such cheques or cashier's orders must be made payable to "NGAI SHUN HOLDINGS LIMITED – EAF" and crossed "Account Payee Only". All enquiries in connection with this EAF for excess Rights Shares should be directed to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at the above address. Completion and return of this EAF for excess Rights Shares together with a cheque or a cashier's order in payment for the additional Rights Shares applied for which are the subject of this form will constitute a warranty by the applicant that the cheque or the cashier's order will be honoured on first presentation. All cheques and cashier's orders will be presented for payment immediately following receipt and all interest earned on such monies will be retained for the benefit of the Company. If any cheque or cashier's order accompanying this application is dishonoured on first presentation, without prejudice to the other rights of the Company, this EAF is liable to be rejected. The Prospectus Documents have not been registered or filed under the applicable securities laws or equivalent legislation of any jurisdiction other than Hong Kong. It is the responsibility of anyone outside Hong Kong wishing to make an application for the Rights Shares to satisfy himself/herself/itself as to the observance of the laws and regulations of the relevant jurisdictions, including the obtaining of any government or other consents and to pay any taxes and duties required to be paid in such jurisdictions, in connection therewith. Any acceptance of the offer of the Rights Shares by any person will be deemed to constitute a representation and warranty from such person to the Company that these local laws and requirements have been fully complied with. If you are in doubt as to your position, you should consult your own professional advisers. The Company reserves the right to refuse to accept any acceptances of or applications for the Rights Shares where it believes that doing so would violate applicable securities or other laws or regulations of any territory or jurisdiction. If you have your Consolidated Shares held by a nominee company (or which are held with CCASS), you should note that the Board will regard the nominee company as a single Shareholder according to the register of members of the Company. Accordingly, you should note that the above arrangement in relation to the allocation of the excess Rights Shares will not be extended to beneficial owners individually. You will be notified by Tricor Investor Services Limited of any allotment of the excess Rights Shares made to you. If no excess Rights Share are allotted to you, it is expected that the amount tendered on application will be refunded in full without interest to you by means of a cheque despatched by ordinary mail to your registered address at your risk on or before Wednesday, 20 July 2016. If the number of the excess Rights Shares allotted to you is less than that applied for, it is expected that the surplus application monies will be refunded in full without interest to you by means of a cheque despatched by ordinary mail to your registered address at your risk on or before Wednesday, 20 July 2016. Any such cheque will be drawn in favour of the person(s) named on this form. It is expected that certificates in respect of the Rights Shares will be despatched by ordinary mail to your registered address on or before Wednesday, 20 July 2016 to those entitled thereto at your own risk.

**Termination of the Underwriting Agreement:**

The Rights Issue is conditional upon the fulfillment of the conditions as set out in the section headed "Conditions of the Rights Issue" of the "Letter from the Board" in the Prospectus.  
If, prior to the Latest Time for Termination,  
(a) in the absolute opinion of the Underwriter, the success of the Rights Issue would be materially and adversely affected by:  
(i) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Rights Issue; or  
(ii) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date thereof) of a political, military, financial, economic or other nature (whether or not ejusdem generis with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or materially and adversely prejudice the success of the Rights Issue or otherwise makes it inexpedient or inadvisable to proceed with the Rights Issue; or  
(b) any adverse change in market conditions (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction or trading in securities) occurs which in the absolute opinion of the Underwriter is likely to materially or adversely affect the success of the Rights Issue or otherwise makes it inexpedient or inadvisable to proceed with the Rights Issue; or  
(c) there is any change in the circumstances of the Company or any member of the Group which in the absolute opinion of the Underwriter will adversely affect the prospects of the Company, including without limiting the generality of the foregoing the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any member of the Group or the destruction of any material asset of the Group; or  
(d) any event of force majeure including, without limiting the generality thereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out which would, in the absolute opinion of the Underwriter, materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or  
(e) any other material adverse change in relation to the business or the financial or trading position or prospects of the Group as a whole whether or not ejusdem generis with any of the foregoing; or  
(f) any matter which, had it arisen or been discovered immediately before the date of the Prospectus and not having been disclosed in the Prospectus, would have constituted, in the absolute opinion of the Underwriter, a material omission in the context of the Rights Issue; or  
(g) any suspension in the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than ten consecutive business days, excluding any suspension in connection with the clearance of the Announcement or the Prospectus Documents or other announcements or circulars in connection with the Rights Issue; or  
(h) the Prospectus when published contains information (either as to the business prospects or the condition of the Group or as to its compliance with any laws or the Listing Rules or any applicable regulations) which has not prior to the date of the Underwriting Agreement been publicly announced or published by the Company and which may in the absolute opinion of the Underwriter be material to the Group as a whole upon completion of the Rights Issue and is likely to affect materially and adversely the success of the Rights Issue,  
the Underwriter shall be entitled by notice in writing to the Company, served prior to the Latest Time for Termination, to terminate the Underwriting Agreement.

If the Underwriting Agreement is terminated by the Underwriter on or before the Latest Time for Termination or does not become unconditional, the Rights Issue will not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Consolidated Shares. The Consolidated Shares have been dealt in on an ex-rights basis from Thursday, 16 June 2016. Dealings in the Rights Shares in nil-paid form will take place from Wednesday, 29 June 2016 to Thursday, 7 July 2016 (both days inclusive). If the conditions of the Rights Issue are not fulfilled and/or waived (where applicable) on or before the Latest Time for Termination (or such later time and/or date as the Company and the Underwriter may determine), or the Underwriting Agreement is terminated by the Underwriter, the Rights Issue will not proceed. Any Shareholders or other persons contemplating dealing in the Consolidated Shares or nil-paid Rights Shares will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed, and are recommended to consult their own professional advisers.

A SEPARATE CHEQUE OR CASHIER'S ORDER MUST ACCOMPANY EACH APPLICATION  
NO RECEIPT WILL BE GIVEN  
(For office use only)

Application number	Number of excess Rights Shares applied for	Amount paid on application	Balance refunded
		HK\$	HK\$