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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Ngai Shun Holdings Limited (the “**Company**”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 2 to 5 of this circular.

A notice convening an extraordinary general meeting (“**EGM**”) of the Company to be held at Units 4202–03, 42nd Floor, The Center, 99 Queen’s Road Central, Hong Kong on Tuesday, 12 September 2017 at 11:00 a.m. is set out on pages 6 and 7 of this circular.

A form of proxy for use at the EGM is enclosed with this circular.

Whether you are able to attend the EGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM or at any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM, or at any adjournment thereof (as the case may be) if you so wish.

21 August 2017

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Announcement”	the announcement of the Company dated 14 August 2017 in respect of the Proposed Change of Company Name
“Board”	the board of Directors
“Company”	Ngai Shun Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held on Tuesday, 12 September 2017 at 11 a.m. or any adjournment thereof to consider and, if thought fit, approve the Proposed Change of Company Name, the Notice of which is set out on pages 6 to 7 of this circular
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Change of Company Name”	the proposed change of the Company’s English name from “Ngai Shun Holdings Limited” to “Boill Healthcare Holdings Limited” and the adoption of the Chinese name “保集健康控股有限公司” as the dual foreign name of the Company to replace its existing name in Chinese “毅信控股有限公司”
“Share(s)”	share(s) of HK\$0.025 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong

The translation into Chinese language of this circular is for reference only. In case of any inconsistency, the English version shall prevail.



Ngai Shun Holdings Limited
毅信控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 01246)

Executive Directors:

Mr. Dai Dong Xing (*Chairman*)
Mr. Mock Wai Yin
Dr. Wong Yun Kuen
Mr. Zhang Sheng Hai

Non-executive Director:

Mr. Chui Kwong Kau

Independent non-executive Directors:

Mr. Chai Chi Man
Mr. Xu Liang Wei
Mr. Wang Zhe
Mr. Hua Shan

Registered Office:

P.O. Box 1350
Clifton House
75 Fort Street
Grand Cayman KY1-1108
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of Business in Hong Kong:*

Unit 2102, 21/F
West Tower Shun Tak Centre
168–200 Connaught Road Central
Sheung Wan
Hong Kong

21 August 2017

To the Shareholders

Dear Sir/Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 14 August 2017 in respect of the Proposed Change of Company Name. The purpose of this circular is to provide the Shareholders information in respect of the special resolution to be proposed at the EGM regarding the Proposed Change of Company Name and notice for convening the EGM.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the Company's English name from "Ngai Shun Holdings Limited" to "Boill Healthcare Holdings Limited" and adopt the Chinese name "保集健康控股有限公司" as the dual foreign name of the Company to replace its existing name in Chinese "毅信控股有限公司".

REASONS FOR THE CHANGE OF COMPANY NAME

The Company, through its subsidiaries, is principally engaged in the foundation piling, property development, securities investment and healthcare holiday resort development business. In recent years, the Company has been exploring opportunities resulting from an aging population, and the Company believes that healthcare industry has promising growth potential. As a result, the Directors are of the view that further expansion in its healthcare business will improve the overall performance of the Company.

The Board considers that the Proposed Change of Company Name will better reflect the status of the Group and its direction of future development. The Board believes that the new English and Chinese names of the Company will provide the Company with a new corporate image which will benefit the Company's future business development. Therefore, the Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

CONDITIONS OF THE CHANGE OF COMPANY NAME

The Proposed Change of Company Name is subject to:

- (a) the approval of the Registrar of Companies in the Cayman Islands having been obtained for the Proposed Change of Company Name; and
- (b) the passing of a special resolution by the Shareholders approving the Proposed Change of Company Name at the EGM to be held by the Company.

The relevant filings with the Registrar of Companies in the Cayman Islands will be made after the passing of the special resolution at the EGM to be held by the Company.

Subject to satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name and dual foreign name of the Company on the register in place of the existing English name and dual foreign name and issue a certificate of incorporation on change of name. Thereafter, the Company will carry out all necessary filing procedures with the Companies Registry in Hong Kong.

EFFECTS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name will not affect any of the rights of the Shareholders or the Company's daily business operation and its financial position.

LETTER FROM THE BOARD

All existing share certificates in issue bearing the existing name of the Company shall continue to be evidence of title to such securities, and the existing share certificates will continue to be valid for trading, settlement and registration purposes.

There will not be any arrangements for free exchange of the existing share certificates of the Company for new share certificates under the new name of the Company. However, only new share certificates of the Company will be issued under the new name of the Company after the Proposed Change of Company Name has become effective.

Subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading in the shares of the Company on the Stock Exchange will also be changed after the Proposed Change of Company Name becomes effective.

EGM

A notice convening the EGM to be held at Units 4202–03, 42nd Floor, The Center, 99 Queen's Road Central, Hong Kong on Tuesday, 12 September 2017 at 11:00 a.m. is set out on pages 6 and 7 of this circular for the purpose of considering and, if thought fit, passing the special resolution approving the Proposed Change of Company Name. According to Rule 13.39(4) of the Listing Rules, the vote of the Shareholders in relation to the special resolution approving the Proposed Change of Company Name at the EGM will be taken by way of poll.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM or at any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM, or at any adjournment thereof (as the case may be) if you so wish.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the special resolution to be proposed at the EGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Board believes that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole and therefore recommends the Shareholders to vote in favour of the resolution as set out in the notice of EGM.

By Order of the Board
Ngai Shun Holdings Limited
Dai Dong Xing
Executive Director and Chairman

NOTICE OF EGM



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 12 September 2017 (Tuesday) at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendment, the following resolution of the Company as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of the Companies in the Cayman Islands, the English name of the Company be changed from “Ngai Shun Holdings Limited” to “Boill Healthcare Holdings Limited”, and the Chinese name “保集健康控股有限公司” be adopted and registered as the dual foreign name of the Company in place of its existing Chinese name “毅信控股有限公司” (the “**Proposed Change of Company Name**”) with effect from the date of registration as set out in the certificate of incorporation on change of name issued by the Registrar of Companies in the Cayman Islands, and that any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents, including under seal where appropriate, which he/they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By Order of the Board
Ngai Shun Holdings Limited
Dai Dong Xing
Executive Director and Chairman

Hong Kong, 21 August 2017

NOTICE OF EGM

Notes:

1. To be valid, the instrument appointing a proxy must be in writing under the hand of the appointor or of his/her/its 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 EGM shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. 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 EGM 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 EGM, 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 EGM 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) four executive Directors, namely Mr. Dai Dong Xing, Mr. Mock Wai Yin, Mr. Wong Yun Kuen and Mr. Zhang Sheng Hai; (ii) one non-executive Director, namely Mr. Chui Kwong Kau; and (iii) four independent non-executive Directors, namely Mr. Chai Chi Man, Mr. Xu Liang Wei, Mr. Wang Zhe and Mr. Hua Shan.

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