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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 ANNUAL GENERAL MEETING AND
RE-ELECTION OF RETIRING DIRECTORS**

The Board is pleased to announce that all the resolutions as set out in the AGM Notice were duly passed at the AGM held on 5 September 2014.

Reference is made to the notice of annual general meeting (the “AGM”) dated 25 July 2014 (the “AGM Notice”) of Ngai Shun Holdings Limited (the “Company”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the circular of the Company dated 25 July 2014.

POLL RESULTS OF AGM

The Board announces that, at the AGM held at Room IV, 1/F, Regal Oriental Hotel, 30-38 Sa Po Road, Kowloon City, Hong Kong on 5 September 2014 at 11:00 a.m., all the resolutions as set out in the AGM Notice (the “Resolutions”) were duly passed by the Shareholders by way of poll. The poll results for the Resolutions passed at the AGM are as follows.

Ordinary Resolutions	Number of Votes (%)		Total Votes
	For	Against	
1. To receive, consider and adopt the audited consolidated financial statements and the reports of the Directors and auditors of the Company for the year ended 31 March 2014.	212,036,000 (100%)	0 (0%)	212,036,000 (100%)
2. To re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Company and to authorise the Board to fix their remuneration.	212,036,000 (100%)	0 (0%)	212,036,000 (100%)

Ordinary Resolutions	Number of Votes (%)		Total Votes
	For	Against	
3. (a) To re-elect Mr. Wong Sai Chung as an executive Director.	212,036,000 (100%)	0 (0%)	212,036,000 (100%)
(b) To re-elect Mr. Lam Wing Sum as an executive Director.	212,036,000 (100%)	0 (0%)	212,036,000 (100%)
(c) To re-elect Mr. Tao Chi Keung as an executive Director.	212,036,000 (100%)	0 (0%)	212,036,000 (100%)
(d) To re-elect Mr. Wong Sai Yee as a non-executive Director.	212,036,000 (100%)	0 (0%)	212,036,000 (100%)
(e) To re-elect Mr. Tam Tak Kei, Raymond as an independent non-executive Director.	212,036,000 (100%)	0 (0%)	212,036,000 (100%)
(f) To re-elect Mr. Pai Hao as an independent non-executive Director.	212,036,000 (100%)	0 (0%)	212,036,000 (100%)
(g) To re-elect Mr. Chiu Sai Chuen Nicholas as an independent non-executive Director.	212,036,000 (100%)	0 (0%)	212,036,000 (100%)
(h) To authorise the board of Directors to fix the remunerations of the Directors.	212,036,000 (100%)	0 (0%)	212,036,000 (100%)
4. To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution.	212,036,000 (100%)	0 (0%)	212,036,000 (100%)
5. To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.	212,036,000 (100%)	0 (0%)	212,036,000 (100%)
6. To extend the general mandate granted to the Directors to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the shares repurchased by the Company.	212,036,000 (100%)	0 (0%)	212,036,000 (100%)

The description of the Resolutions above is by way of summary only. The full text appears in the AGM Notice.

As more than 50% of the votes were cast in favour of the Resolutions, the Resolutions were duly passed as ordinary resolutions of the Company.

The Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, was appointed as the scrutineer for the poll voting at the AGM.

Notes:

- (a) The total number of shares of the Company (the “**Shares**”) in issue as at the date of the AGM: 415,000,000 Shares of HK\$0.01 each. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions pursuant to Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), and no Shareholder was required to abstain from voting on the Resolutions at the AGM under the Listing Rules. None of the Shareholders have stated their intention in the circular to vote against or to abstain from voting on any of the resolutions at the AGM.
- (b) The total number of Shares entitling the holders to attend and vote only against the Resolutions at the AGM: Nil.
- (c) The total number of Shares entitling the holders to attend and to vote for or against the Resolutions at the AGM: 415,000,000 Shares.

RE-ELECTION OF MR. WONG SAI CHUNG AS AN EXECUTIVE DIRECTOR

At the AGM, the re-election of Mr. Wong Sai Chung as an executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Mr. Wong Sai Chung (“**Mr. SC Wong**”), aged 50, is our executive Director, chairman of our Board and the controlling Shareholder. He is also a director of several subsidiaries of the Company. He is the brother of Mr. Wong Sai Yee and Mr. Wong Sai Lai. Mr. SC Wong is responsible for overall management and overseeing marketing and engineering work of our Group. He was appointed as Director on 3 April 2013 and redesignated as our executive Director and appointed as the chairman of the Board on 22 September 2013. Mr. SC Wong, who joined Ngai Shun Construction & Drilling Co. in 1994 and later joined our Group, has 19 years of experience in foundation works. Before joining our Group, he worked for Reinforced Earth (SEA) Pte. Ltd. as senior project engineer from 1989 to 1993 and Reinforced Earth Pacific Ltd. as assistant general manager and consultant from 1993 to 1999. Both Reinforced Earth (SEA) Pte. Ltd. and Reinforced Earth Pacific Ltd. are companies that provided civil engineering and design services. Mr. SC Wong obtained a master of science degree in civil engineering from the Hong Kong Polytechnic University in December 2006, a postgraduate diploma in civil engineering from the Hong Kong Polytechnic University in November 1998, a graduate diploma in business administration from the Singapore Institute of Management in December 1991, and a bachelor of engineering degree from the National University of Singapore in June 1988. He was elected as a member of the Institution of Engineers, Singapore in 2000. He was also admitted to a program of doctor of business administration degree at the University of Newcastle, Australia, specialising in global corporate governance, social responsibility and international business strategy.

As at the date of this announcement, Mr. SC Wong beneficially owned 40% of the issued share capital of Prime Colour Global Limited (“**Prime Colour**”), which owned 50% shareholding in Fabulous Business Limited (“**Fabulous Business**”) which in turn owned 51.08% of the issued Shares. Therefore, Mr. SC Wong is deemed or taken to be interested in all the Shares which are beneficially owned by Fabulous Business for the purpose of the SFO.

Save as disclosed herein, Mr. SC Wong does not have any relationship with other Directors and senior management of the Company, substantial or controlling Shareholders.

Save as disclosed above, Mr. SC Wong did not hold any directorship in other listed public companies in the last three years or does not have other major appointments and professional qualifications.

Mr. SC Wong has entered into a director's service contract with the Company for an initial term of two years commencing on the Listing Date (i.e. 16 October 2013), which may be terminated by either party by giving at least three months' written notice and is entitled to receive a director's remuneration of HK\$1,200,000 per annum which is determined with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibilities with the Group.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. SC Wong as an executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

RE-ELECTION OF MR. LAM WING SUM AS AN EXECUTIVE DIRECTOR

At the AGM, the re-election of Mr. Lam Wing Sum as an executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Mr. Lam Wing Sum, aged 56, is one of the founders of our Group and the controlling Shareholder. He was appointed as our executive Director, the vice chairman of our Board and the chief executive officer of our Group on 22 September 2013. He is also a director of several subsidiaries of the Company. Mr. Lam established Ngai Shun Construction and Drilling Co. in 1983, a partnership, with business focused mainly in site investigation and grouting work. Mr. Lam has been involved in the construction industry for more than 35 years and he is responsible for formulation of development strategies, overseeing the daily operation and business development of our Group.

As at the date of this announcement, Mr. Lam owned the entire issued share capital of Splendid Core Global Limited, which owned 50% shareholding in Fabulous Business which in turn owned 51.08% of the issued Shares. Therefore, Mr. Lam is deemed or taken to be interested in all the Shares which are beneficially owned by Fabulous Business for the purpose of the SFO.

Save as disclosed herein, Mr. Lam does not have any relationship with other Directors and senior management of the Company, substantial or controlling Shareholders.

Save as disclosed above, Mr. Lam did not hold any directorship in other listed public companies in the last three years or does not have other major appointments and professional qualifications.

Mr. Lam has entered into a director's service contract with the Company for an initial term of two years commencing on the Listing Date, which may be terminated by either party by giving at least three months' written notice and is entitled to receive a director's remuneration of HK\$1,620,000 per annum which is determined with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibilities with the Group.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Lam as an executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

RE-ELECTION OF MR. TAO CHI KEUNG AS AN EXECUTIVE DIRECTOR

At the AGM, the re-election of Mr. Tao Chi Keung as an executive director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Mr. Tao Chi Keung, aged 44, is our executive Director. Mr. Tao is the half brother of Mr. Lam Wing Sum. Mr. Tao is responsible for human resources and machinery management of our Group. Mr. Tao joined Ngai Shun Construction & Drilling Co. in 1994 and subsequently joined our Group and promoted to superintendent since 31 March 2013. He was appointed as an executive Director on 22 September 2013. Mr. Tao has almost 19 years of experience in the foundation industry in Hong Kong and has in-depth knowledge in our daily operations.

Save as disclosed above, Mr. Tao does not have any relationship with other Directors and senior management of the Company, substantial or controlling Shareholders and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Tao did not hold any directorship in other listed public companies in the last three years and any other position with the Company and other members of the Group, and save as disclosed, Mr. Tao does not have other major appointments and professional qualifications.

Mr. Tao has entered into a director's service contract with the Company for an initial term of two years commencing on the Listing Date, which may be terminated by either party by giving at least three months' written notice and is entitled to receive a director's remuneration of HK\$412,440 per annum which is determined with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibilities with the Group.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Tao as an executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

RE-ELECTION OF MR. WONG SAI YEE AS A NON-EXECUTIVE DIRECTOR

At the AGM, the re-election of Mr. Wong Sai Yee as a non-executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Mr. Wong Sai Yee ("**Mr. SY Wong**"), aged 52, is our non-executive Director and the controlling Shareholder. He is the brother of Mr. SC Wong and Mr. Wong Sai Lai. He was appointed as a non-executive Director on 22 September 2013. Mr. SY Wong is also a director of Ngai Shun Construction & Drilling Company Limited, a subsidiary of the Company. Mr. SY Wong is responsible for advising on internal control and financial management of our Group. Mr. SY Wong has over 25 years' experience in the electrical and mechanical engineering industry. Currently, Mr. SY Wong is the Asia Pacific regional general manager of Climate and Industrial Controls Group. Prior to joining our Group, he worked for Johnson Controls Hong Kong Limited, a subsidiary of a New York listed company which manufactures, installs, and services automatic temperature regulations systems for buildings, as project engineer and project manager from 1988 to 1991, Analogue Technical Agencies Limited, a company that specialises in the design, supply, installation, operation and maintenance of building-related systems such as electrical system, fire safety system, and water distribution system, as manager from 1991 to 1996, and Emerson Climate Technologies, a

subsidiary of a New York listed company which delivers engineering services and solutions in heating, ventilation, air conditioning, and refrigeration for residential, industrial, and commercial applications, as manager, sales director and director from 1996 to 2010.

Mr. SY Wong obtained a bachelor of engineering degree in mechanical engineering from the University of Newcastle Upon Tyne in June 1988, a master of science degree in engineering from the University of Hong Kong in November 1993 and a master of business administration degree from the University of Macau (formerly known as University of East Asia) in October 1991. He was admitted as a member in the Chartered Institution of Building Services Engineers, a member of the Institution of Mechanical Engineers and a member of the Hong Kong Institution of Engineers in 1994. He was also registered as a Chartered Mechanical Engineer of the Institution of Mechanical Engineers in 1994.

As at the date of this announcement, Mr. SY Wong beneficially owned 40% of Prime Colour, which owned 50% shareholding in Fabulous Business which in turn owned 51.08% of the issued Shares. Therefore, Mr. SY Wong is deemed or taken to be interested in all the Shares which are beneficially owned by Fabulous Business for the purpose of the SFO.

Save as disclosed herein, Mr. SY Wong does not have any relationship with other Directors and senior management of the Company, substantial or controlling Shareholders.

Save as disclosed above, Mr. SY Wong did not hold any directorship in other listed public companies in the last three years or does not have other major appointments and professional qualifications.

Mr. SY Wong has entered into a director's service contract with the Company for an initial term of two years commencing on the Listing Date, which may be terminated by either party by giving at least three months' written notice and is entitled to receive a director's remuneration of HK\$720,000 per annum which is determined with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibilities with the Group.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. SY Wong as a non-executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

RE-ELECTION OF MR. TAM TAK KEI RAYMOND AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

At the AGM, the re-election of Mr. Tam Tak Kei Raymond as an independent non-executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Mr. Tam Tak Kei, Raymond, aged 51, joined our Group and appointed as our independent non-executive Director on 22 September 2013. Mr. Tam graduated from University of Kent at Canterbury in the United Kingdom with a bachelor of arts degree in accounting with computing in July 1985. He was admitted as a member of The Institute of Chartered Accountants in England and Wales in 1990 and an associate member of the Hong Kong Institute of Certified Public Accountants in 1995. Mr. Tam acted as financial controller in two law firms for nine years and has over 20 years of professional accounting experience and is currently the finance director of a Hong Kong-based auction company, the chief financial

officer of King Force Security Holdings Limited (stock code: 8315) and the company secretary of Branding China Group Limited (stock code: 8219). Mr. Tam also acts as an independent non-executive director of Sunley Holdings Limited (stock code: 1240) since September 2012, Vision Fame International Holding Limited (stock code: 1315) since December 2011, Tianjin Jinran Public Utilities Company Limited (stock code: 1265, formerly 8290) since February 2011, Zebra Strategic Holdings Limited (stock code: 8260) since March 2013, Jin Cai Holdings Company Limited (stock code: 1250) since June 2013 and Digital Domain Holdings Limited (formerly known as Sun Innovation Holdings Limited) (stock code: 547) from September 2009 to August 2013.

Mr. Tam does not have any relationship with other Directors and senior management of the Company, substantial or controlling Shareholders and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Tam did not hold any directorship in other listed public companies in the last three years and any other position with the Company and other members of the Group, and save as disclosed, Mr. Tam does not have other major appointments and professional qualifications.

Mr. Tam has entered into a director's service contract with the Company for an initial term of two years commencing on the Listing Date, which may be terminated by either party by giving at least three months' written notice and is entitled to receive a director's remuneration of HK\$150,000 per annum which is determined with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibility with the Group.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Tam as an independent non-executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

RE-ELECTION OF MR. PAI HAO AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

At the AGM, the re-election of Mr. Pai Hao as an independent non-executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Mr. Pai Hao, aged 52, joined our Group and appointed as our independent non-executive Director on 22 September 2013. Mr. Pai graduated from the National University of Singapore with a bachelor of engineering degree in mechanical engineering in 1988. Mr. Pai has been the managing director of QualiSys Consultancy Services (Hong Kong) Company Limited since 1992. He has attained over 20 years of experience in the consulting field. Mr. Pai is a member of the Steering Committee of Six Sigma, China Association for Quality in 2013.

Mr. Pai does not have any relationship with other Directors and senior management of the Company, substantial or controlling Shareholders and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Pai did not hold any directorship in other listed public companies in the last three years and any other position with the Company and other members of the Group, and save as disclosed, Mr. Pai does not have other major appointments and professional qualifications.

Mr. Pai has entered into a director's service contract with the Company for an initial term of two years commencing the Listing Date, which may be terminated by either party by giving at least three months' written notice and is entitled to receive a director's remuneration of HK\$150,000 per annum which is determined with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibilities with the Group.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Pai as an independent non-executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

RE-ELECTION OF MR. CHIU SAI CHUEN NICHOLAS AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

At the AGM, the re-election of Mr. Chiu Sai Chuen Nicholas as an independent non-executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Mr. Chiu Sai Chuen Nicholas, *BBS, MBE, JP*, aged 70, joined our Group and was appointed as our independent non-executive Director on 22 September 2013. Mr. Chiu obtained a bachelor degree of science in engineering and the certificate in Industrial Engineering from the University of Hong Kong in November 1969 and September 1971 respectively. He was admitted as a fellow of the Hong Kong Institution of Engineers in February 1991 and a registered professional engineer of the Hong Kong Engineers Registration Board from February 1999 to January 2000. Mr. Chiu was also admitted as a member of the Institution of Mechanical Engineers in August 1990. He then joined South Star Construction Co. Ltd. as the managing director from August 1991 till August 2001. Mr. Chiu had been a member of the Standing Commission on Civil Service Salaries and Conditions of Service from July 1989 to June 1991. He had served as the Chairman of the Pay Trend Survey Committee of the Hong Kong Government in 1994. Mr. Chiu has acted on the Board of Directors of Christian Family Service Centre in February 1988 and he is currently the Chairman of the organisation. Mr. Chiu also acts as an independent non-executive director of Vision Fame International Holding Limited (stock code: 1315) since May 2013.

Mr. Chiu does not have any relationship with other Directors and senior management of the Company, substantial or controlling Shareholders and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Chiu did not hold any directorship in other listed public companies in the last three years and any other position with the Company and other members of the Group, and save as disclosed, Mr. Chiu does not have other major appointments and professional qualifications.

Mr. Chiu has entered into a director's service contract with the Company for an initial term of two years commencing on the Listing Date, which may be terminated by either party by giving at least three months' written notice and is entitled to receive a director's remuneration of HK\$150,000 per annum which is determined with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibilities with the Group.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Chiu as an independent non-executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

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

Hong Kong, 5 September 2014

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