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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)**

**TERMINATION OF MEMORANDUM OF UNDERSTANDING IN  
RESPECT OF A PROPOSED ACQUISITION**

This announcement is made by Ngai Shun Holdings Limited (the “**Company**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) 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.

Reference is made to the Company’s announcement (the “**Announcement**”) dated 20 July 2015 in relation to the Proposed Acquisition. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as defined in the Announcement.

**TERMINATION OF THE MOU**

As the Purchaser and the Vendors cannot reach a consensus with respect to the terms and conditions of the Proposed Acquisition, on 2 December 2015 (after trading hours), the Vendors and the Purchaser entered into a termination agreement (the “**Termination Agreement**”) to terminate the MOU. Under the terms of the Termination Agreement, each of the Vendors and the Purchaser shall be released and discharged from all their obligations and rights under the MOU with no claim against each other thereunder.

The Board believes that the termination of the MOU will have no material adverse impact on business operations and financial position of the Company. The Company will continue to explore its potential business developments and maximise its value to the shareholders of the Company.

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

Hong Kong, 2 December 2015

*As at the date of this announcement, the Company has (i) three executive Directors, namely Mr. Mock Wai Yin, Mr. Chu Bai Qing and Mr. Zou Wei Dong; (ii) one non-executive Director, namely Mr. Chui Kwong Kau and (iii) three independent non-executive Directors, namely Mr. Lam Chi Wai, Ms. Lau Mei Ying and Ms. Thadani Jyoti Ramesh.*

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