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

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NGA CHUN HOLDINGS COMPANY LIMITED

雅駿控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1462)

PROPOSALS FOR GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company (the “AGM”) to be held at Meeting Room, Unit B, 10/F, Summit Building, 30 Man Yue Street, Hung Hom, Kowloon, Hong Kong on 18 September 2015 (Friday) at 10:00 a.m. is set out on pages 17 to 21 of this circular. A form of proxy for use at the AGM (or any adjournment thereof) is enclosed herewith. Whether or not you are able to attend and vote at the AGM (or any adjournment thereof), you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as possible but in any event not less than 48 hours before the time appointed for holding of the AGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM (or any adjournment thereof) should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

Hong Kong, 16 July 2015

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company convened to be held on 18 September 2015 (Friday) or any adjournment thereof, notice of the AGM (or any adjournment thereof) is set out on pages 17 to 21 of this circular
“Articles”	the articles of association of the Company currently in force
“Board”	the board of Directors of the Company
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Nga Chun Holdings Company Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1462)
“Director(s)”	the director(s) of the Company
“Fungs E & M”	Fungs E & M Engineering Company Limited (馮氏機電工程有限公司), a company incorporated in Hong Kong with limited liability, and a wholly-owned subsidiary of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	10 July 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)” or “Member(s)”	holder(s) of the Share(s)

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

NGA CHUN HOLDINGS COMPANY LIMITED

雅駿控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1462)

Executive Directors

Mr. Fung Chi Wing

Ms. Fung Mei Lan

Ir Wong Chi Wai

Independent non-executive Directors

Ir Ho Pun Hing

Ir Szeto Ka Sing

Dr. Leung Shiu Ki Albert

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Cayman Islands

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of Business in Hong Kong

Unit B, 10/F., Summit Building

30 Man Yue Street

Hung Hom, Kowloon

Hong Kong

Hong Kong, 16 July 2015

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE NEW SHARES
AND TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the resolutions to be proposed at the AGM to be held at Meeting Room, Unit B, 10/F., Summit Building, 30 Man Yue Street, Hung Hom, Kowloon, Hong Kong on 18 September 2015 (Friday) at 10:00 a.m. including (i) granting of the New Issue Mandate to the Directors; (ii) granting of the New Repurchase Mandate to the Directors; (iii) extension of the New Issue Mandate; and (iv) re-election of Directors; and to give you notice of the AGM.

LETTER FROM THE BOARD

NEW ISSUE MANDATE AND NEW REPURCHASE MANDATE

The current general mandates previously granted to the Directors to issue and repurchase Shares by written resolutions of the then sole shareholder of the Company passed on 22 September 2014 will expire at the conclusion of the AGM. In order to give the Company the flexibility to issue and repurchase Shares if and when appropriate, the following ordinary resolutions will be proposed at the AGM to approve the granting of new general mandates to the Directors:

- (i) to allot, issue or deal with Shares of an aggregate nominal amount not exceeding 20% of the total nominal amount of the issued share capital of the Company as at the date of passing of such resolution (i.e. an aggregate nominal amount of Shares not exceeding HK\$800,000 (equivalent to 80,000,000 Shares) on the basis that the existing issued share capital of the Company of 400,000,000 Shares remains unchanged as at the date of the AGM) (the “**New Issue Mandate**”);
- (ii) to purchase Shares, on the Stock Exchange or on any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange, of an aggregate nominal amount not exceeding 10% of the total nominal amount of the issued share capital of the Company as at the date of passing of such resolution (i.e. an aggregate nominal amount of Shares not exceeding HK\$400,000 (equivalent to 40,000,000 Shares) on the basis that the existing issued share capital of the Company of 400,000,000 Shares remains unchanged as at the date of the AGM) (the “**New Repurchase Mandate**”); and
- (iii) to extend the New Issue Mandate by an amount representing the aggregate nominal amount of Shares repurchased by the Company pursuant to and in accordance with the New Repurchase Mandate.

The New Issue Mandate and the New Repurchase Mandate, if granted, will remain effective until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Articles to be held; or (iii) the revocation or variation by an ordinary resolution of the Shareholders in general meeting.

The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the New Issue Mandate.

In accordance with the requirements of the Listing Rules, the Company shall send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the New Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the New Repurchase Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with article 108(a) of the Articles, at each annual general meeting one third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. All retiring Directors shall be eligible for re-election. In accordance with article 108(b) of the Articles, any Director who has not been subject to retirement by rotation in the 3 years preceding an annual general meeting shall retire by rotation at such annual general meeting.

Accordingly, the following Directors shall retire from office by rotation at the AGM:

Name	Position
Mr. Fung Chi Wing	Executive Director
Ms. Fung Mei Lan	Executive Director
Ir Wong Chi Wai	Executive Director
Ir Ho Pun Hing	Independent non-executive Director
Ir Szeto Ka Sing	Independent non-executive Director
Dr. Leung Shiu Ki Albert	Independent non-executive Director

All of the aforesaid Directors, being eligible, will offer themselves for re-election at the AGM.

The nomination committee of the Company has reviewed the re-election of such Directors and recommended to the Board that the re-election be proposed for the Shareholders' approval at the AGM. The nomination committee of the Company has also assessed the independence of all independent non-executive Directors. All the independent non-executive Directors of the Company satisfy the criteria set out in rule 3.13 of the Listing Rules.

Pursuant to rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above retiring Directors are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

The notice of the AGM, which contains, among others, the ordinary resolutions to approve the New Issue Mandate, the New Repurchase Mandate, the extension of the New Issue Mandate and the re-election of the retiring Directors is set out on pages 17 to 21 to this circular.

LETTER FROM THE BOARD

A form of proxy for use at the AGM (or any adjournment thereof) is enclosed with this circular. Whether or not you are able to attend the AGM (or any adjournment thereof), you are requested to complete and return the form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as possible and in any event, no later than 48 hours before the time fixed for holding the AGM (or any adjournment thereof). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so desire.

VOTING BY POLL

Pursuant to rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting of the Company must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share of which he is the holder. A Shareholder entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same way.

An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under rule 13.39(5) of the Listing Rules.

RESPONSIBILITY OF THE DIRECTORS

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.

RECOMMENDATION

The Board believes that the resolutions proposed in the notice of the AGM are in the best interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of all the resolutions to be proposed at the AGM (or any adjournment thereof).

LETTER FROM THE BOARD

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text in case of discrepancy.

Yours Faithfully,
By order of the Board
Nga Chun Holdings Company Limited
Fung Chi Wing
Chairman

This explanatory statement contains the information required by the Listing Rules. Its purpose is to provide the Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolutions to be proposed at the AGM in relation to the New Repurchase Mandate.

1. REASONS FOR REPURCHASE OF SHARES

The Directors have no present intention for any repurchase of Shares but are seeking the granting of the New Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The Directors believe that it is in the best interests of the Company, the Group and the Shareholders as a whole to have a general authority from the Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company, the Group and the Shareholders as a whole.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 400,000,000 Shares. Subject to the passing of the ordinary resolution granting the New Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged as at the date of the AGM, i.e. being 400,000,000 Shares, the Directors would be authorised under the New Repurchase Mandate to repurchase, during the period in which the New Repurchase Mandate remains in force, Shares of an aggregate nominal amount not exceeding HK\$400,000 (equivalent to 40,000,000 Shares), representing 10% of the aggregate nominal amount of Shares in issue as at the date of the AGM.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the Listing Rules and the applicable laws of the Cayman Islands.

Pursuant to the New Repurchase Mandate, repurchases will be made out of funds of the Company legally permitted to be utilised in this connection, including profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase or out of share premium account or, if authorised by the Articles and subject to the Companies Law, out of capital of the Company and, in the case of any premium payable on the repurchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company.

The Directors do not propose to exercise the New Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company. There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position

disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 March 2015) in the event that the New Repurchase Mandate was to be exercised in full at any time during the proposed repurchase period.

4. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and belief, having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), have any present intention, if the New Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell Shares to the Company, or that they have undertaken not to do so, in the event that the granting of the New Repurchase Mandate is approved by the Shareholders.

5. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange from 16 October 2014, being the date of listing of the Shares on the Stock Exchange, up to the Latest Practicable Date:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
October (from 16 October 2014)	1.15	0.85
November	0.98	0.83
December	1.25	0.79
2015		
January	1.68	1.01
February	1.35	1.12
March	1.41	1.14
April	1.65	1.06
May	1.72	1.30
June	2.46	1.70
July (up to the Latest Practical Date)	2.10	1.10

6. SHARE REPURCHASES MADE BY THE COMPANY

No repurchases of Shares have been made by the Company during the previous 6 months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

7. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the New Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

8. EFFECT OF TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the New Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

Assuming that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date to the date of the AGM, on exercise in full of the New Repurchase Mandate, the number of issued Shares will decrease from 400,000,000 to 360,000,000. As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, the controlling shareholders of the Company (as defined in the Listing Rules) were interested in 300,000,000 Shares representing 75% of the total issued share capital of the Company. In the event that the Directors exercised in full the power to repurchase Shares, which is proposed to be granted pursuant to the New Repurchase Mandate, the shareholding of the controlling shareholders of the Company (namely Team Great Limited, Globetrade Limited, Profit Chain Investments Limited, Mr. Fung Chi Wing, Mr. Ngai Chun Hung and Vantage International (Holdings) Limited) would be increased to approximately 83.33% of the total issued share capital of the Company. Save as aforesaid, the Directors are not aware of any other consequences which would arise under the Takeovers Code as a consequence of any repurchases made pursuant to the New Repurchase Mandate.

As the exercise of the New Repurchase Mandate may result in the Company's public float falling below the prescribed minimum percentage level as required under the Listing Rules, the Directors have no present intention to exercise the power to repurchase Shares.

APPENDIX II PROFILES OF DIRECTORS PROPOSED FOR RE-ELECTION

The profiles of the retiring Directors proposed to be re-elected at the AGM are as follows:

Mr. FUNG Chi Wing (馮志榮) (“Mr. Fung”), aged 53, is the founder of the Group and one of the controlling Shareholders (as defined in the Listing Rules) of the Company. He was appointed as the chairman of the Board and an executive Director on 26 June 2014. Mr. Fung is the brother of Ms. Fung Mei Lan. He is also a director of Fungs E & M. Mr. Fung is primarily responsible for all major affairs of the Group, including its overall business development, management and operations. Mr. Fung has over 38 years of experience in the building services industry. Mr. Fung started working as an electrical apprentice in 1976. Upon acquiring the necessary skills and knowledge of the building services business, Mr. Fung founded Fungs E & M in 1994 with his two brothers, Mr. Fung Chuen and Mr. Fung Chi Kwong, to carry out building services engineering works and served as its director till now. Mr. Fung is a director of a substantial shareholder of the Company within the meaning of Part XV of the SFO.

Mr. Fung has not held any directorship in any public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Fung has entered into a service agreement with the Company on a term of three years commencing from 16 October 2014, which may be terminated in accordance with the provisions of the service contract or by not less than three months’ notice in writing served by either party on the other. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles. Mr. Fung is currently entitled to receive a monthly salary of HK\$260,000. Mr. Fung’s remuneration is recommended by the Company’s remuneration committee and approved by the Board with reference to his qualifications, experience and responsibilities as well as the prevailing market conditions. Mr. Fung is entitled to a discretionary performance bonus for each financial year which is at the discretion of the Board and determined by reference to Mr. Fung’s and the Group’s performance.

Mr. Fung is the brother of Ms. Fung Mei Lan. Save as aforesaid, Mr. Fung does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

At the Latest Practical Date, Mr. Fung, through a controlled corporation, is interested in 300,000,000 shares, representing 75% of the total issued share capital of the Company. Save as aforesaid, Mr. Fung was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO as at the Latest Practicable Date.

As far as the Directors are aware, there is no information of Mr. Fung to be disclosed pursuant to any of the requirement under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Fung that need to be brought to the attention of the Shareholders.

Ms. FUNG Mei Lan (馮美蘭) (“Ms. Fung”), aged 54, was appointed as an executive Director on 26 June 2014. Ms. Fung is the sister of Mr. Fung. Ms. Fung joined the Group in September 1997 and has over 15 years’ experience in accounting, financing and administration in the building services industry and is primarily responsible for the management of the Group’s financial and procurement department.

Ms. Fung has not held any directorship in any public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

Ms. Fung has entered into a service agreement with the Company on a term of three years commencing from 16 October 2014, which may be terminated in accordance with the provisions of the service contract or by not less than three months’ notice in writing served by either party on the other. She is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles. Ms. Fung is currently entitled to receive a monthly salary of HK\$43,260. Ms. Fung’s remuneration is recommended by the Company’s remuneration committee and approved by the Board with reference to his qualifications, experience and responsibilities as well as the prevailing market conditions. Ms. Fung is entitled to a discretionary performance bonus for each financial year which is at the discretion of the Board and determined by reference to Ms. Fung’s and the Group’s performance.

Ms. Fung is the sister of Mr. Fung. Save as aforesaid, Ms. Fung does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

At the Latest Practical Date, Ms. Fung, in her personal capacity, is interested in 468,000 shares, representing 0.12% of the total issued share capital of the Company. Save as aforesaid, Ms. Fung was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO as at the Latest Practicable Date.

As far as the Directors are aware, there is no information of Ms. Fung to be disclosed pursuant to any of the requirement under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Ms. Fung that need to be brought to the attention of the Shareholders.

Ir WONG Chi Wai (黃志偉) (“Ir Wong”), aged 51, was appointed as an executive Director and the chief executive officer of the Company on 26 June 2014 and is primarily responsible for the overall development and management of the Group’s operations. He is also a director of Fungs E & M. Ir Wong joined the Group in November 1998 as a project manager. Ir Wong has over 15 years of experience in the management and execution of building services engineering projects. Ir Wong was awarded with a Bachelor of Engineering Degree (Electrical and Electronic Engineering) in June 1990 from the Council for National Academic Awards in the United Kingdom. He obtained a Master of Engineering Management degree in October 1996 from the University of Technology, Sydney, and a Master of Science Degree in Engineering (Building Services Engineering) in November 2001

from the University of Hong Kong. Ir Wong is a Chartered Engineer, a fellow member of the Institution of Engineering and Technology and the Institution of Mechanical Engineers in the United Kingdom. Ir Wong is also a member of the Hong Kong Institution of Engineers (“HKIE”), a Registered Professional Engineer (Electrical and Building Services) and a Registered Energy Assessor in Hong Kong.

Ir Wong has not held any directorship in any public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

Ir Wong has entered into a service agreement with the Company on a term of three years commencing from 16 October 2014, which may be terminated in accordance with the provisions of the service contract or by not less than three months’ notice in writing served by either party on the other. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles. Ir Wong is currently entitled to receive a monthly salary of HK\$61,800. Ir Wong’s remuneration is recommended by the Company’s remuneration committee and approved by the Board with reference to his qualifications, experience and responsibilities as well as the prevailing market conditions. Ir Wong is entitled to a discretionary performance bonus for each financial year which is at the discretion of the Board and determined by reference to Ir Wong’s and the Group’s performance.

As far as the Directors aware, Ir Wong does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

As far as the Directors aware, Ir Wong was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO as at the Latest Practicable Date.

As far as the Directors are aware, there is no information of Ir Wong to be disclosed pursuant to any of the requirement under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Ir Wong that need to be brought to the attention of the Shareholders.

Ir HO Pun Hing (何彬興) (“Ir Ho”), aged 77, was appointed as an independent non-executive Director on 22 September 2014. Ir Ho obtained a Diploma in Electrical Engineering awarded by the Institution of Electrical Engineers, the United Kingdom in 1962 and a Master degree of Science with honours awarded by National University of Ireland in March 2003. He is also a fellow member of HKIE, the Institution of Engineering and Technology, the United Kingdom, and the Institution of Mechanical Engineers, the United Kingdom. Ir Ho worked for the Government as a building services engineer from 1973 to 1998, when he retired as chief building services engineer. Ir Ho joined the Group as the technical director from November 1998 to November 2004. During this period, Ir Ho was responsible for the contractual and technical matters of building services engineering projects. Ir Ho has been serving as a council member of the Hong Kong Electrical Contractors’ Association Limited for over 13 years. He was also a council member with the

Pneumoconiosis Compensation Fund Board from 2006 to 2011, and chairman of HKIE (Electrical Division) from 1991 to 1992. Currently, he serves as a technical advisor of the Hong Kong Federation of Electrical and Mechanical Contractors Limited.

Ir Ho has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Ir Ho has been appointed as an independent non-executive Director pursuant to a letter of appointment for a term of two years commencing from 16 October 2014. The appointment is subject to the provisions of retirement and rotation of Directors under the Articles. Ir Ho is currently entitled to receive a salary of HK\$144,000 per annum. Ir Ho's remuneration is recommended by the Company's remuneration committee and approved by the Board with reference to his qualifications, experience and roles and duties in the Company as well as the prevailing market conditions.

As at the Latest Practicable Date, Ir Ho did not have any relationship with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company nor have any interests in the Shares within the meaning of Part XV of the SFO. Also, as at the Latest Practicable Date, he did not hold any other positions with the Company or any member of the Group.

As far as the Directors are aware, there is no information of Ir Ho to be disclosed pursuant to any of the requirement under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Ir Ho that need to be brought to the attention of the Shareholders.

Ir SZETO Ka Sing (司徒家成) ("Ir Szeto"), aged 62, was appointed as an independent non-executive Director on 22 September 2014. Ir Szeto passed the Engineering Council Examination (Part 2) organised by the Engineering Council (the United Kingdom) in July 1987. Ir Szeto is a Chartered Engineer, a fellow member of HKIE, the Institution of Mechanical Engineers (the United Kingdom), the Institute of Marine Engineering, Science and Technology (the United Kingdom) and the Energy Institute (the United Kingdom). He is also a Registered Professional Engineer (Mechanical, Marine and Naval Architecture) and a Registered Energy Assessor in Hong Kong. Ir Szeto worked for Shell Hong Kong Limited as an engineer from April 1981 and retired as a technical and engineering manager in July 2013. He was chairman of HKIE (Mechanical, Marine, Naval Architecture and Chemical Division) in 2003 and 2004, the chairman of HKIE (Gas and Energy Division) in 2004 and 2005 and the chairman of the Institution of Mechanical Engineers (Hong Kong Branch) in 2012, 2013 and 2014. Ir Szeto was a member of the Appeal Board Panel (Amusement Rides (Safety)) from February 2011 to January 2014. Ir Szeto has been a member of the Appeal Board Panel (under Lifts and Escalators Ordinance) from March 2013 to March 2016 and a member of the Disciplinary Tribunal Panel (under Builders' Lifts and Tower Working Platforms (Safety) Ordinance (Cap. 470)) since April 2014.

Ir Szeto has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Ir Szeto has been appointed as an independent non-executive Director pursuant to a letter of appointment for a term of two years commencing from 16 October 2014. The appointment is subject to the provisions of retirement and rotation of Directors under the Articles. Ir Szeto is currently entitled to receive a salary of HK\$144,000 per annum. Ir Szeto's remuneration is recommended by the Company's remuneration committee and approved by the Board with reference to his qualifications, experience and roles and duties in the Company as well as the prevailing market conditions.

As at the Latest Practicable Date, Ir Szeto did not have any relationship with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company nor have any interests in the Shares within the meaning of Part XV of the SFO. Also, as at the Latest Practicable Date, he did not hold any other positions with the Company or any member of the Group.

As far as the Directors are aware, there is no information of Ir Szeto to be disclosed pursuant to any of the requirement under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Ir Szeto that need to be brought to the attention of the Shareholders.

Dr. Leung Shiu Ki Albert (梁兆棋) ("Dr. Leung"), aged 65, was appointed as an independent non-executive Director on 22 September 2014. Dr. Leung obtained a Doctorate degree of Philosophy in Economics from Shanghai University of Finance and Economics in September 2007, a Master degree of Business Administration from Brunel University, United Kingdom in December 1985 and a Diploma in Management Studies from The Polytechnic of Central London, United Kingdom, in October 1983. Dr. Leung is a member of the Hong Kong Institute of Certified Public Accountants. Dr. Leung is a governor of The Hong Kong Kidney Foundation. He is the Financial and Business Consultant of Beauchamp International Development Limited and is responsible for providing financial and business development service. Dr. Leung is also a non-executive director of China Translation And Printing Services Limited. Dr. Leung has around 10 years of experience in accounting and auditing in accounting firms in England from 1977 to 1987. From 1988 to 1992, he joined Citicorp International Limited as Assistant Vice President with a major responsibility in corporate finance matters in Hong Kong.

Dr. Leung serves as an independent non-executive director in Oi Wah Pawnshop Credit Holdings Limited and Mission Capital Holdings Limited, which are listed on the Main Board of the Stock Exchange. Dr. Leung also serves as an independent non-executive director in Ruifeng Petroleum Chemical Holdings Limited, which is listed on the Growth Enterprise Market of the Stock Exchange. Dr. Leung had served as an independent non-executive director of Universe International Holdings Ltd. between 28 November 2008 and 4 December 2013 and Tack Fiori International Group Ltd. between 11 August 2011 and 31 December 2014, which are listed on the Main Board of the Stock Exchange. Saved as disclosed above, Dr. Leung has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Dr. Leung has been appointed as an independent non-executive Director pursuant to a letter of appointment for a term of two years commencing from 16 October 2014. The appointment is subject to the provisions of retirement and rotation of Directors under the Articles. Dr. Leung is currently entitled to receive a salary of HK\$144,000 per annum. Dr. Leung's remuneration is recommended by the Company's remuneration committee and approved by the Board with reference to his qualifications, experience and roles and duties in the Company as well as the prevailing market conditions.

As at the Latest Practicable Date, Dr. Leung did not have any relationship with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company nor have any interests in the Shares within the meaning of Part XV of the SFO. Also, as at the Latest Practicable Date, he did not hold any other positions with the Company or any member of the Group.

As far as the Directors are aware, there is no information of Dr. Leung to be disclosed pursuant to any of the requirement under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Dr. Leung that need to be brought to the attention of the Shareholders.

NGA CHUN HOLDINGS COMPANY LIMITED

雅駿控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1462)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of Nga Chun Holdings Company Limited (the “**Company**”) will be held at Meeting Room, Unit B, 10/F., Summit Building, 30 Man Yue Street, Hung Hom, Kowloon, Hong Kong on 18 September 2015 (Friday) at 10:00 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive and adopt the audited financial statements of the Company and the reports of the directors of the Company and the independent auditors of the Company (“**Auditors**”) for the year ended 31 March 2015.
2. To declare a final dividend of HK\$0.03 per share of the Company for the year ended 31 March 2015.
3. To re-elect Mr. Fung Chi Wing (馮志榮) as an executive director of the Company.
4. To re-elect Ms. Fung Mei Lan (馮美蘭) as an executive director of the Company.
5. To re-elect Ir Wong Chi Wai (黃志偉) as an executive director of the Company.
6. To re-elect Ir Ho Pun Hing (何彬興) as an independent non-executive director of the Company.
7. To re-elect Ir Szeto Ka Sing (司徒家成) as an independent non-executive director of the Company.
8. To re-elect Dr. Leung Shiu Ki Albert (梁兆棋) as an independent non-executive director of the Company.
9. To authorise the board of directors of the Company to fix the directors’ remuneration.
10. To re-appoint Ernst & Young as the Auditors and authorise the board of directors of the Company to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL BUSINESS

11. To consider and, if thought fit, pass with or without modification the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with authorised and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the outstanding conversion rights attaching to any convertible bonds or securities issued by the Company, which are convertible into shares of the Company; (iii) the exercise of option under a share option scheme of the Company; or (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed twenty per cent. (20%) of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings.

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company of any class thereof on the register on a fixed record date in proportion to their then holdings of such shares of the Company of any class thereof (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

12. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited or on any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which might be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed ten per cent. (10%) of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution and the said approval be limited accordingly; and
- (c) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings.”

NOTICE OF ANNUAL GENERAL MEETING

13. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT**, subject to the passing of resolutions number 11 and 12 set out in the notice convening this meeting (the “**Notice**”), the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with authorised and unissued shares of the Company pursuant to resolution number 11 set out in the Notice be and is hereby extended by the addition thereto an amount representing the aggregate nominal amount of the share capital of the Company which has been purchased by the Company since the granting of such general mandate pursuant to resolution number 12 set out in the Notice, provided that such amount of shares of the Company shall not exceed ten per cent. (10%) of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution.”

By order of the Board
Nga Chun Holdings Company Limited
Fung Chi Wing
Chairman

Hong Kong, 16 July 2015

Notes:

1. A form of proxy for use at the AGM (or any adjournment thereof) is enclosed herewith. Any member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company but must be present in person at the meeting to represent the member.
2. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited of 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 fixed for holding the AGM (or any adjournment thereof).

NOTICE OF ANNUAL GENERAL MEETING

4. Completion and return of the proxy form in respect of the proposed ordinary resolutions for the AGM will not preclude a member of the Company from attending and voting in person at the AGM (or any adjournment thereof) should he/she so wishes and in such event, the proxy form for the AGM (or any adjournment thereof) will be deemed to have been revoked.
5. All resolutions at the AGM will be taken by poll (except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
6. The register of members of the Company will be closed from 16 September 2015, Wednesday to 18 September 2015, Friday (both days inclusive) for the purpose of determining the right to attend and vote at the AGM, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the forthcoming AGM, all share transfer documents accompanied by the corresponding share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration not later than 4:30 p.m. on 15 September 2015, Tuesday.
7. Upon the approval by the Company’s shareholders at the AGM, the proposed final dividend shall be distributed to shareholders whose names appear on the register of members of the Company on 25 September 2015, Friday. For the purpose of determining members who are qualified for the proposed final dividend, conditional on the passing of resolution numbered 2 set out in the Notice, the register of members of the Company will be closed from 24 September 2015, Thursday to 25 September 2015, Friday (both days inclusive), during which no transfers of shares of the Company will be effected. In order to qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong by no later than 4:30 p.m. on 23 September 2015, Wednesday.
8. In relation to resolutions number 3 to number 8 above, particulars of the proposed re-election of directors of the Company were set out in the circular of the Company dated 16 July 2015.