
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 dealers, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in NWS Holdings Limited, you should at once hand this circular to the purchaser or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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新創建集團有限公司*
NWS Holdings Limited

(incorporated in Bermuda with limited liability)

(stock code: 0659)

DISCLOSEABLE TRANSACTIONS

**Joint Venture Agreement in respect of
the establishment of the JV Enterprise**

* *For identification purposes only*

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DEFINITIONS

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

“18 Cities”	Shanghai, Kunming, Xian, Wuhan, Qingdao, Zhengzhou, Chongqing, Shenzhen, Harbin, Dalian, Lanzhou, Shenyang, Guangzhou, Chengdu, Urumqi, Tianjin, Beijing and Ningbo in the PRC
“Board”	the board of directors of the Company
“Company”	NWS Holdings Limited, a company incorporated in Bermuda with limited liability and whose shares are listed on the main board of the Stock Exchange
“CIMC”	China International Marine Containers (Group) Co., Ltd., a company incorporated in the PRC with limited liability and whose shares are listed in the Shenzhen Stock Exchange
“CRCTC”	中鐵集裝箱運輸有限責任公司 (China Railway Container Transport Corp. Ltd., for identification purposes only), a company established in the PRC by the Ministry of Railways
“Group”	collectively, the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Investment Framework Agreement”	the investment framework agreement dated 10 April 2006 and made between NWS Ports, CRCTC and other independent third parties for the proposed establishment of the JV Enterprise
“Investment Lol”	the letter of intent of equity investment, of a non-legally binding nature, dated 15 September 2005 and made between NWS Ports, CRCTC and other independent third parties for the proposed establishment of the JV Enterprise
“JV Enterprise”	a sino-foreign equity joint venture enterprise which will be established in the PRC pursuant to the terms of the Joint Venture Agreement
“JV Parties”	CRCTC, NWS Service, CIMC and Promisky
“Joint Venture Agreement”	the joint venture agreement dated 28 September 2006 and made among the JV Parties in respect of the establishment of the JV Enterprise and the investment in it

DEFINITIONS

“Latest Practicable Date”	16 October 2006, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers as contained in Appendix 10 to the Listing Rules
“NWD”	New World Development Company Limited, a company incorporated in Hong Kong with limited liability and whose shares are listed on the main board of the Stock Exchange. As at the Latest Practicable Date, it holds approximately 56.41% equity interest of the Company
“NWS Ports”	NWS Ports Management Limited, a company incorporated in British Virgin Islands, which is a direct wholly-owned subsidiary of the Company
“NWS Service”	NWS Service Management Limited, a company incorporated in the Cayman Islands, which is a direct wholly-owned subsidiary of the Company and has replaced NWS Ports, which was previously announced as one of the JV Parties, as a JV Party to enter into the Joint Venture Agreement
“PRC”	the People’s Republic of China (excluding Hong Kong and the Macau Special Administrative Region of the PRC for the purposes of this circular)
“Promisky”	Promisky Investment Limited, a company incorporated in Hong Kong with limited liability
“RMB”	Renminbi yuan, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

For the purpose of this circular and for illustrative purpose only, amounts denominated in RMB have been translated into HK\$ using the following rate:

$$HK\$1 = RMB1.04$$

No representation is made that any amount in RMB or HK\$ could have been or could be converted at the above rate or at any other rates at all.

LETTER FROM THE BOARD



新創建集團有限公司*
NWS Holdings Limited

(incorporated in Bermuda with limited liability)

(stock code: 0659)

Directors:

Dr. Cheng Kar Shun, Henry (*Chairman*)
Mr. Doo Wai Hoi, William (*Deputy Chairman*)
Mr. Chan Kam Ling (*Chief Executive Officer*)
Mr. Tsang Yam Pui
Mr. Wong Kwok Kin, Andrew
Mr. Lam Wai Hon, Patrick
Mr. Cheung Chin Cheung
Mr. William Junior Guilherme Doo
Mr. Wilfried Ernst Kaffenberger
(alternate director to
Mr. Wilfried Ernst Kaffenberger:
Mr. Yeung Kun Wah, David)
Mr. To Hin Tsun, Gerald
Mr. Dominic Lai
Mr. Kwong Che Keung, Gordon #
Mr. Cheng Wai Chee, Christopher #
The Honourable Shek Lai Him, Abraham #

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*

28/F., New World Tower
18 Queen's Road Central
Hong Kong

Independent non-executive directors

20 October 2006

To the Shareholders

Dear Sir or Madam,

DISCLOSEABLE TRANSACTIONS

Joint Venture Agreement in respect of the establishment of the JV Enterprise

INTRODUCTION

Reference are made to the announcements issued by the Company on 26 September 2005, 10 April 2006 and the joint announcement issued by NWD and the Company dated 28 September 2006 in relation to the Investment Lol, the Investment

* *For identification purposes only*

LETTER FROM THE BOARD

Framework Agreement and the Joint Venture Agreement respectively for the proposed setting up of the JV Enterprise for carrying on the business of developing, operating and managing a total of 18 large scale pivotal rail container terminals, one in each of the 18 Cities.

On 28 September 2006, the JV Parties entered into the Joint Venture Agreement to formally establish the JV Enterprise and to agree on certain terms relating to the business and management of the JV Enterprise and the investment in it.

To the best knowledge of the Board, each of the JV Parties, except NWS Service, and its respective ultimate beneficial owners are independent from and not connected with any of the directors, chief executives and substantial shareholders of the Company or any of their respective subsidiaries or associates.

Given that the percentage ratios involved are more than 5% but less than 25% for the Company, the Joint Venture Agreement and the transactions contemplated thereunder constitute discloseable transactions for the Company and is subject to notification and publication requirements as set out in Rules 14.34 to 14.39 of the Listing Rules.

THE JOINT VENTURE AGREEMENT

The principal terms of the Joint Venture Agreement are set forth below:

Date:	28 September 2006.
Parties:	CRCTC, NWS Service, CIMC and Promisky.
Purpose:	To establish the JV Enterprise and to agree on certain terms relating to the business and management of the JV Enterprise and the investment in it.
Name of the JV Enterprise:	中鐵聯合國際集裝箱有限公司 (China United International Rail Containers Co., Limited). The name of the JV Enterprise will be subject to the approval of the State Administration for Industry and Commerce.
Place of incorporation:	The PRC.

LETTER FROM THE BOARD

Equity interest: The equity interests in the JV Enterprise to be held by the JV Parties are:

CRCTC	58%
NWS Service	22%
CIMC	10%
Promisky	<u>10%</u>
	<u>100%</u>

Total investment: RMB12.0 billion (approximately HK\$11.5 billion). 35% of which shall be the registered capital of the JV Enterprise and the remaining 65% shall be funded by means of project or commercial financing, etc. to be arranged by the JV Enterprise.

The registered capital of the JV Enterprise shall amount to RMB4.2 billion (approximately HK\$4.0 billion), which represents 35% of the total investment, and 22% out of which shall be contributed by NWS Service, i.e. RMB924 million (approximately HK\$888.5 million). Such amount of registered capital shall be paid by way of three equal instalments. The first instalment shall be paid within 30 days from the date of issue of the business registration certificate of the JV Enterprise while each of the remaining two instalments shall be paid on or before 31 December 2007 and 30 September 2008 respectively.

Pursuant to the terms of the Joint Venture Agreement, the difference between the total investment amount of RMB12.0 billion and the registered capital of the JV Enterprise shall be funded by means of project or commercial financing, which shall be arranged by the JV Enterprise. In case that pledging of assets of the JV Enterprise shall not fulfill the requirement under such financing arrangement, the JV Parties are required to provide financial support in proportion to their respective interests in the JV Enterprise.

In this respect, the JV Parties shall provide financial support for any possible financing arrangement of the JV Enterprise in proportion to their respective interests in it, the highest possible amount to be provided by NWS Service shall be RMB1.716 billion (approximately HK\$1.65 billion).

LETTER FROM THE BOARD

The investment amount to be contributed by NWS Service shall be fulfilled by internal funding and bank financing.

- Scope of business:** To develop and operate rail container terminal and related businesses, including container receiving and dispatching, loading and unloading, cargo consolidation, warehousing and storage, container repair, customs declaration, transshipment, clearance and inspection, container trucking, distribution and logistics, international freight forwarding, intermodal transportation and contracting of container block train service.
- Board of directors:** It shall be consisted of ten directors and two of whom shall be nominated by NWS Service.
- Board of supervisors:** It shall be consisted of seven supervisors and one of whom shall be nominated by NWS Service.
- Term:** 50 years.

The Joint Venture Agreement is subject to the approval of the relevant PRC government authorities.

REASONS FOR AND BENEFITS OF ENTERING INTO THE JOINT VENTURE AGREEMENT

Development of rail transportation is in line with the PRC's long-term policy for social and economic development, particularly due to the advantages of its cost-effectiveness, energy saving and environmental protection. It is believed that there will be potential growth for rail container transportation in the PRC to meet the anticipated foreign and domestic trade growth and freight movements. In addition, the JV Enterprise will have the right to develop and operate the said 18 large scale pivotal rail container terminals in the 18 Cities, which include the major coastal and inland cities in the PRC.

The terms of the Joint Venture Agreement were negotiated on an arm's length basis and were determined on normal commercial terms. The Board believes that the terms of the Joint Venture Agreement are fair and reasonable and in the best interests of the Company and its shareholders as a whole. The Board also considers that there is no material adverse effect of the transactions on the earnings and assets and liabilities of the Group.

LETTER FROM THE BOARD

BACKGROUND INFORMATION OF THE JV PARTIES

The principal business of CRCTC includes management and operation of railway container transportation.

The principal business of CIMC includes the design, manufacturing, sales, repairs and spare part supply of containers, machine for road transportation and other transportation facilities.

The principal business of Promisky includes investment and operation of real estate and infrastructure projects.

INFORMATION RELATING TO THE GROUP

The principal business of NWS Service is investment holding.

The principal business of the Group includes: (i) the investment in and/or operation of facilities, contracting and transport; and (ii) the development, investment, operation and/or management of power plants, water treatment and waste management plants, roads as well as container terminals.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendix to this circular.

Yours faithfully,
Dr. Cheng Kar Shun, Henry
Chairman

1. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The directors of the Company collectively and individually accepts full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

2. DISCLOSURE OF INTERESTS BY DIRECTORS

As at the Latest Practicable Date, the interests of directors of the Company in the shares, underlying shares (within the meaning of Part XV of the SFO) or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which would be required to be: (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests which a director or chief executive of the Company would be taken or deemed to have under such provisions of the SFO); (ii) entered into the register kept by the Company pursuant to Section 352 of the SFO; or (iii) notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

2.1 Interests in shares

	Shares/Equity Interest/Participating Interest Number/Amount			
	Personal	Family	Corporate ^(Note)	Other
The Company				
(Ordinary shares of HK\$1.00 each)				
Dr. Cheng Kar Shun, Henry	9,179,199	587,000	8,000,000	–
Mr. Doo Wai Hoi, William	2,006,566	–	9,130,000	–
Mr. Chan Kam Ling	1,043,891	–	10,254,321	–
Mr. Wong Kwok Kin, Andrew	3,959,911	–	–	–
Mr. Lam Wai Hon, Patrick	956,921	–	4,895	–
Mr. Cheung Chin Cheung	973,692	–	–	–
Mr. William Junior Guilherme Doo	–	–	163,720	–
Mr. Kwong Che Keung, Gordon	601,969	–	–	–
Mr. Cheng Wai Chee, Christopher	703,288	–	–	–
Associated Corporations				
NWD				
(Ordinary shares of HK\$1.00 each)				
Dr. Cheng Kar Shun, Henry	–	300,000	–	–
Mr. Chan Kam Ling	140,031	–	–	–
Mr. Cheung Chin Cheung	61,405	–	–	–
Mr. Kwong Che Keung, Gordon	30,000	–	–	–

	Shares/Equity Interest/Participating Interest			
	Personal	Family	Corporate ^(Note)	Other
New World China Land Limited				
(Ordinary shares of HK\$0.10 each)				
Dr. Cheng Kar Shun, Henry	12,500,000	–	52,271,200	–
Mr. Doo Wai Hoi, William	8,750,000	–	65,050,000	–
Mr. Chan Kam Ling	1,250,000	–	–	–
Fung Seng Estate Development (Shanghai) Co., Ltd.				
(Registered capital in US\$)				
Mr. Doo Wai Hoi, William	–	–	US\$3,000,000	–
HH Holdings Corporation				
(Ordinary shares of HK\$1.00 each)				
Mr. Chan Kam Ling	15,000	–	–	–
Master Services Limited				
(Ordinary shares of US\$0.01 each)				
Mr. Chan Kam Ling	16,335	–	–	–
Mr. Wong Kwok Kin, Andrew	44,915	–	–	–
Ramada Property Ltd.				
(Ordinary shares of US\$1.00 each)				
Mr. Doo Wai Hoi, William	–	–	200	–
Shanghai Juyi Real Estate Development Co., Ltd.				
(Registered capital in RMB)				
Mr. Doo Wai Hoi, William	–	–	RMB229,500,000	–
Taifook Securities Group Limited				
(Ordinary shares of HK\$0.10 each)				
Mr. Doo Wai Hoi, William	–	–	4,346,000	–
Mr. William Junior Guilherme Doo	24,406,085	–	–	–
Wai Kee Holdings Limited				
(Ordinary shares of HK\$0.10 each)				
Mr. Lam Wai Hon, Patrick	300,000	–	–	–

Note: These shares are beneficially owned by a company in which the relevant director of the Company is deemed to be entitled under the SFO to exercise or control the exercise of one-third or more of the voting power at its general meeting.

2.2 Interests in underlying shares through equity derivatives (within the meaning of Part XV of the SFO)

Under the respective share option schemes of the Company and New World Mobile Holdings Limited, an associated corporation of the Company within the meaning of Part XV of the SFO, options may be granted to their respective directors and employees and also to certain eligible participants of the Company as defined in its share option scheme to subscribe for shares. As at the Latest Practicable Date, the following directors of the Company have personal interests in the following share options granted to them to subscribe for shares in the Company and New World Mobile Holdings Limited:

	Date of grant	Exercisable period	Number of share options outstanding
The Company			
(Exercise price of HK\$3.711 per share)			
Mr. Wilfried Ernst Kaffenberger	21 July 2003	(Note)	607,248
New World Mobile Holdings Limited			
(Exercise price of HK\$1.26 per share)			
Dr. Cheng Kar Shun, Henry	28 January 2005	28 January 2005 to 31 December 2010	780,000
Mr. Doo Wai Hoi, William	28 January 2005	28 January 2005 to 31 December 2010	300,000
Mr. To Hin Tsun, Gerald	28 January 2005	28 January 2005 to 31 December 2010	482,000
Mr. Kwong Che Keung, Gordon	28 January 2005	28 January 2005 to 31 December 2010	78,000

Note: Divided into 3 tranches exercisable from 21 January 2004, 21 July 2004 and 21 July 2005 respectively to 20 July 2008, both dates inclusive.

2.3 Interests in qualifying shares

As at the Latest Practicable Date, none of the directors of the Company had any interest in the shares of the Company or any of its subsidiaries solely held in a non-beneficial capacity and for the purpose of holding the requisite qualifying shares.

Other than the interests in shares, underlying shares and debentures set out above, as at the Latest Practicable Date, none of the directors of the Company had any interest or short position in the shares, underlying shares (within the meaning of Part XV of the SFO) or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would be required to be: (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which a director or chief executive of the Company would be taken or deemed to have under such provisions of the SFO); (ii) entered in the register kept by the Company pursuant to Section 352 of the SFO; or (iii) notified to the Company and the Stock Exchange pursuant to the Model Code.

3. SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, so far as is known to any director or chief executive of the Company, the following persons had an interest in the shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept under Section 336 of the SFO:

Name	Number of shares			Approximate percentage to the issued share capital of the Company
	Beneficial interests	Corporate interests	Total	
Cheng Yu Tung Family (Holdings) Limited	–	1,164,971,829 ⁽¹⁾	1,164,971,829	59.46%
Centennial Success Limited	–	1,164,971,829 ⁽²⁾	1,164,971,829	59.46%
Chow Tai Fook Enterprises Limited	59,831,893	1,105,139,936 ⁽³⁾	1,164,971,829	59.46%
NWD	726,260,992	378,878,944 ⁽⁴⁾	1,105,139,936	56.41%
Mombasa Limited	331,578,383	–	331,578,383	16.93%

Notes:

- (1) Cheng Yu Tung Family (Holdings) Limited holds 51% direct interest in Centennial Success Limited and is accordingly deemed to have an interest in the shares deemed to be interested by Centennial Success Limited.
- (2) Centennial Success Limited holds 100% direct interest in Chow Tai Fook Enterprises Limited and is accordingly deemed to have an interest in the shares interested by or deemed to be interested by Chow Tai Fook Enterprises Limited.
- (3) Chow Tai Fook Enterprises Limited, together with its subsidiaries, hold more than one-third of the issued shares of NWD and is accordingly deemed to have an interest in the shares interested by or deemed to be interested by NWD.
- (4) NWD holds 100% indirect interest in Mombasa Limited and is accordingly deemed to have an interest in the shares held by Mombasa Limited in the Company. NWD is also deemed to be interested in 2,041,513 shares held by Financial Concepts Investment Limited, 14,336,552

shares held by Hing Loong Limited, 14,336,552 shares held by Fine Reputation Incorporated, 13,504,885 shares held by New World Hotels Corporation Limited and 3,081,059 shares held by Hong Kong Island Development Limited, all of them are subsidiary companies of NWD.

- (5) Dr. Cheng Kar Shun, Henry, the Chairman of the Company, is also a director of each of Cheng Yu Tung Family (Holdings) Limited, Centennial Success Limited, Chow Tai Fook Enterprises Limited, NWD and Mombasa Limited, all of which are substantial shareholders of the Company (within the meaning of Part XV of the SFO).

As at the Latest Practicable Date, so far as is known to any director or chief executive of the Company and save as otherwise disclosed in this circular, the persons (other than a director or chief executive of the Company or a member of the Group) who were directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any subsidiary of the Company were as follows:

Name of shareholder	Name of subsidiary of the Company	Approximate percentage of interest held
Architectural Precast Limited (in court compulsory liquidation)	Architectural Precast GRC Limited	35.00%
Asian East Worldwide Limited	Guangzhou Northring Freeway Company Limited	24.30%
Bioforte (Hong Kong) Environmental Engineering And Technology Company Limited	BioEnviroLink Technologies Limited	30.00%
Changzhi City Changda Highway Development Company	Shanxi Xinda Highways Limited	40.00%
Changzhi City Changda Highway Development Company	Shanxi Xinhuang Highways Limited	40.00%
Cinagro Pte Limited	Cinabel (Singapore) Pte Limited	20.00%
Foshan City Gaoming District Transportation Infrastructure Co. Ltd.	Foshan Gaoming Xinming Bridge Company Limited	49.00%
Guangxi Beiliu Gaote Co. Ltd.	Guangxi Beiliu Xinbei Highways Limited	40.00%
Guangxi Cangwu County Electric Power Co. Ltd.	Guangxi Cangwu Xincang Highways Limited	30.00%
Guangxi Rongxian Road & Bridge Construction Co. Ltd.	Guangxi Rongxian Xinrong Highways Limited	30.00%
Guangxi Wuzhou Heng Tong Development Ltd.	Wuzhou Xinwu Highways Limited	40.00%
Guangxi Yulin City Heng Tong Ltd.	Guangxi Yulin Xinye Highways Limited	40.00%
Guangxi Yulin Yu Shieh Ltd.	Guangxi Yulin Xinyu Highways Limited	40.00%
Guangzhou Yongtong Freeway Company Ltd.	Guangzhou Northring Freeway Company Limited	10.41%
Gujiao Highway-Bridge Development & Construction Company	Taiyuan Xinyuan Highways Limited	40.00%
Intex Shanghai Company Limited	Hong Kong - Shanghai Venue Management (Zhengzhou) Limited	30.00%
Leader Civil Engineering Corporation Limited	Hip Hing - Leader JV Limited	33.33%
Nanjing Port Authority	Nanjing Huining Wharfs Co., Ltd.	45.00%
Shine Vision International Limited	Carpark Solution Enterprise Limited	35.00%

Name of shareholder	Name of subsidiary of the Company	Approximate percentage of interest held
Taiyuan Tongtai Industry & Commerce General Company	Taiyuan Xintai Highways Limited	40.00%
Tianjin Expressway Investment & Construction Development Corporation	Tianjin Xindi Expressway Company Limited	33.38%
Tianjin Expressway Investment & Construction Development Corporation	Tianjin Xinlong Expressway Company Limited	33.38%
Tianjin Expressway Investment & Construction Development Corporation	Tianjin Xinlu Expressway Company Limited	33.38%
Tianjin Expressway Investment & Construction Development Corporation	Tianjin Xinming Expressway Company Limited	33.38%
Tianjin Expressway Investment & Construction Development Corporation	Tianjin Xinqing Expressway Company Limited	33.38%
Tianjin Expressway Investment & Construction Development Corporation	Tianjin Xinquan Expressway Company Limited	33.38%
Tianjin Expressway Investment & Construction Development Corporation	Tianjin Xinsen Expressway Company Limited	33.38%
Tianjin Expressway Investment & Construction Development Corporation	Tianjin Xinshi Expressway Company Limited	33.38%
Tianjin Expressway Investment & Construction Development Corporation	Tianjin Xinsi Expressway Company Limited	33.38%
Tianjin Expressway Investment & Construction Development Corporation	Tianjin Xintong Expressway Company Limited	33.38%
Tianjin Expressway Investment & Construction Development Corporation	Tianjin Xintuo Expressway Company Limited	33.38%
Tianjin Expressway Investment & Construction Development Corporation	Tianjin Xinxiang Expressway Company Limited	33.38%
Tianjin Expressway Investment & Construction Development Corporation	Tianjin Xinyan Expressway Company Limited	33.38%
Tianjin Expressway Investment & Construction Development Corporation	Tianjin Xinzhan Expressway Company Limited	33.38%
Wiseful Engineering Group Limited	Kentfull Engineering Company Limited	40.00%
Wuhan Airport Road Industrial Development Co. Ltd.	Wuhan Airport Road Development Limited	33.33%
Xiamen COSCO International Container Freight Station & Transportation Co., Ltd.	Xiamen Xinyuan Container Terminal Co., Ltd.	30.00%
北京市萬勝全物業管理中心	Beijing Kiu Lok Property Management Services Co., Ltd.	40.00%
北京建工集團有限責任公司	Beijing Hip Hing Construction Engineering Company Limited	25.00%
北京崇建工程公司	Beijing Hip Hing Construction Engineering Company Limited	20.00%
武漢武建鼎安安裝工程有限公司	Trihan Engineering (Wuhan) Company Limited	49.00%
珠海市萬泉河科技發展有限公司	深圳香島園花卉有限公司	20.00%

Name of shareholder	Name of subsidiary of the Company	Approximate percentage of interest held
珠海國際經濟技術合作公司	珠海市景福工程有限公司 (in members' voluntary winding-up)	20.00%
深圳市高成達機械電子有限公司	襄樊高成達停車場管理有限公司	35.00%
順德市誠業建築集團公司	佛山市順德區協興建築工程有限公司	15.00%
廣州市新運行汽車運輸有限公司	廣州銳萊停車場設備有限公司	10.00%
廣州市機電安裝公司	Triguang Engineering (Guang Zhou) Company Limited	49.00%

Save as disclosed above, as at the Latest Practicable Date and so far as is known to any director or chief executive of the Company, no other person had an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and no other persons (other than a director or chief executive of the Company or a member of the Group) were directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any subsidiary of the Company or had any options in respect of any such share capital of any subsidiary of the Company.

4. DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at the Latest Practicable Date, the following directors are considered to have interests in the businesses which compete or are likely to compete, either directly or indirectly, with the business of the Group pursuant to the Listing Rules as set out below:

Name	Name of entity whose business is considered to compete or likely to compete with the businesses of the Group	Description of business of the entity which is considered to compete or likely to compete with the businesses of the Group	Nature of interest of the director in the entity
Dr. Cheng Kar Shun, Henry	Chow Tai Fook Enterprises Limited group of companies	Investment in transport services business	Director
	HKR International Limited group of companies	Construction and property management	Director
	Shun Tak Holdings Limited group of companies	Investment in ferry services business	Director
	Tamman Developments Limited	Investment in airport operation business	Director
Mr. Chan Kam Ling	Qingyuan Qiaoyuan Power Plant Company Limited	Operation of power plant	Director
Mr. Lam Wai Hon, Patrick	Wai Kee Holdings Limited group of companies	Contracting	Director

5. ADDITIONAL DISCLOSURE OF INTERESTS

As at the Latest Practicable Date:

- (a) none of the directors was materially interested in any contract or arrangement subsisting at the date of this circular which is significant in relation to the business of the Group;
- (b) none of the directors had entered, or proposed to enter, into a service contract with any member of the Group which is not determinable by the relevant member of the Group within one year without payment of compensation, other than statutory compensation; and

- (c) none of the directors had any direct or indirect interest in any asset which, since 30 June 2006 (the date to which the latest published audited financial statements of the Group were made up), had been acquired or disposed of by, or leased to, any member of the Group, or was proposed to be acquired or disposed of by, or leased to, any member of the Group.

6. MATERIAL ADVERSE CHANGE

The Board is not aware of any material adverse change in the financial or trading position of the Group since 30 June 2006, the date to which the latest published audited financial statements of the Group were made up.

7. LITIGATION

No member of the Group is engaged in any litigation or claim of material importance and, so far as the Board is aware, no litigation or claim of material importance is pending or threatened against any member of the Group.

8. MISCELLANEOUS

- (a) The English text of this circular will prevail over the Chinese text.
- (b) The Qualified Accountant of the Company is Mr. Lam Wai Hon, Patrick, who is a fellow of the Institute of Chartered Accountants of England and Wales and the Hong Kong Institute of Certified Public Accountants.
- (c) The Company Secretary of the Company is Mr. Chow Tak Wing, who is a fellow of the Association of Chartered Certified Accountants (UK) and an associate of Hong Kong Institute of Certified Public Accountants.
- (d) The head office and the principal place of business of the Company is at 28/F., New World Tower, 18 Queen's Road Central, Hong Kong. The registered office of the Company is at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The branch share registrars of the Company in Hong Kong is Standard Registrars Limited whose address is situated at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.