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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)

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[#]

Independent non-executive directors

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

28 April 2006

To the shareholders of the Company

Dear Sir or Madam,

INTERIM DIVIDEND FOR THE YEAR ENDING 30 JUNE 2006

Particulars of the Interim Dividend

On 13 March 2006, the directors of NWS Holdings Limited (the "Company") announced an interim dividend for the year ending 30 June 2006 (the "Interim Dividend") in scrip form equivalent to HK\$0.24 per share with a cash option to shareholders on the register of members of the Company as at 7 April 2006.

Accordingly, each shareholder has the choices of receiving in respect of the Interim Dividend:

- (a) an allotment of new shares with a nominal value of HK\$1.00 each in the Company (the "New Shares"), credited as fully paid and having an aggregate market value (as defined below) equal to, save for adjustment for fractions, the total amount of Interim Dividend which such shareholder could elect to receive in cash in respect of HK\$0.24 per share; or
- (b) cash of HK\$0.24 per share; or

* For identification purposes only

(c) partly New Shares and partly cash.

For the purpose of calculating the number of New Shares to be allotted under (a) and (c) above, the market value of the New Share will be calculated as an amount equal to 97% of the average of the closing prices of one existing share of the Company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") for the five trading days (on which such price is available) up to and including 26 May 2006 as follows:

$$\begin{array}{rcl} \text{Number of} & & \text{Number of existing shares} \\ \text{New Shares} & = & \text{for which cash election} \\ \text{to be received} & & \text{is not made} \end{array} \quad X \quad \frac{\text{HK\$0.24}}{\text{average closing price}} \quad X \quad \frac{97}{100}$$

over five trading days up to
26 May 2006

Consequently, it will not be possible to determine until after the close of business on 26 May 2006 the exact number of New Shares to which those shareholders electing to receive New Shares will be entitled. A press announcement setting out the basis of allotment of the New Shares will be made on 29 May 2006.

The number of New Shares to be issued to each shareholder will be rounded down to the nearest whole number. Fractional entitlements to New Shares under choices (a) and (c) above will be disregarded and the benefit thereof will accrue to the Company.

Stock Exchange Listing and Share Certificates

The shares of the Company are listed and dealt in on the Stock Exchange. No part of the Company's securities is listed or dealt in on any other stock exchange, nor is listing or permission to deal on any other exchange is being or proposed to be sought.

Application has been made to the Listing Committee of the Stock Exchange for the grant of the listing of, and permission to deal in, the New Shares. It is expected that share certificates for the New Shares and cheques for cash entitlements will be posted to shareholders at the risk of those entitled thereto on or before 13 June 2006. The New Shares will not rank for the Interim Dividend but will rank pari passu in all other respects with the existing shares of the Company. Dealing of the New Shares on the Stock Exchange will commence on 14 June 2006 and after proper receipt of the certificates for the New Shares by the shareholders of the Company.

Form of Election

A form of election has been prepared and sent herewith for use by shareholders who wish to receive the Interim Dividend wholly in cash or partly in cash and partly by the issue of New Shares, or to make a permanent election to receive cash in lieu of any future dividend in scrip form.

Shareholders who wish to elect to receive all or part of the Interim Dividend in cash in lieu of allotment of New Shares must complete the form of election in accordance with the instructions printed thereon and return them to the transfer office of the Company's branch share registrars, Standard Registrars Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong so as to arrive not later than 4:00 p.m. on Friday, 19 May 2006. No acknowledgement of receipt of the form of election will be issued. Those shareholders electing to receive New Shares will not know at the time of election the exact number of New Shares to which they are entitled and are therefore advised to refer to the press announcement to be made on 29 May 2006 regarding the basis of allotment of New Shares.

Shareholders who wish to receive the Interim Dividend wholly in the form of New Shares should not complete the form of election.

Overseas Shareholders

The form of election has not been sent to shareholders with a registered address in the United States of America. After making enquiry with legal adviser in the relevant jurisdiction regarding legal restrictions and regulatory requirements, the Company understands that there are restrictions on inviting shareholders in

that jurisdiction to receive the Interim Dividend in scrip form, unless registration or other requirements or formalities are complied with. In the circumstances, the Directors consider that it would be necessary or expedient for shareholders with registered address in the United States of America not to be permitted to receive the Interim Dividend in scrip form. Such shareholders will receive the Interim Dividend wholly in cash. This document will be sent to those shareholders for information only.

Based on the Company's register of members as at 7 April 2006, there were overseas shareholders with registered addresses in Australia, Canada, Macau, Malaysia, Singapore, The People's Republic of China and the United Kingdom. In view of the legal advice received from the relevant local legal counsel of the aforesaid countries, there are no legal restrictions under the laws or regulatory requirements of these countries from issuing scrip dividend and sending the relevant circular and election form to relevant shareholders. In particular, legal counsel in Malaysia has advised that the Interim Dividend in scrip form will fall within the ambit of exemptions as set out in the Securities Commission Act 1993 of Malaysia.

No shareholder (except those with registered address in the United States of America) will be excluded from the receipt of the Interim Dividend in scrip form. However, it is the responsibility of any shareholder wishing to receive New Shares for the Interim Dividend to satisfy itself as to full observance of the laws of any relevant territory, including obtaining any governmental or other consents which may be required.

For avoidance of doubt, the New Shares are not offered to the public and the forms of election are not transferable.

All shareholders with registered address outside Hong Kong should consult their professional advisers as to whether any governmental or other consents are required or other formalities need to be observed to enable them to receive the New Shares in satisfaction of the Interim Dividend. No person receiving in any territory outside Hong Kong a copy of this circular and/or a form of election may treat the same as an invitation to him to subscribe for shares unless in the relevant territory such invitation could lawfully be made to him without having to comply with any unfulfilled registration or other legal requirements.

Adjustment of Conversion Price of Convertible Bonds

As at the date of this circular, NWSH Capital Finance Limited, a wholly-owned subsidiary of the Company, has outstanding convertible bonds with an aggregate principal amount of HK\$635,200,000 (the "Convertible Bonds") which entitle the holders thereof to convert into shares of the Company at the conversion price of HK\$13.18 per share, subject to adjustment. The Convertible Bonds are guaranteed by the Company.

The allotment of New Shares may result in an adjustment to the conversion price of the Convertible Bonds. Further announcement containing, amongst other things, the adjustment to the conversion price in accordance with the terms of the Convertible Bonds will be made if such adjustment applies.

Adjustments in relation to Share Options under the Share Option Scheme

In accordance with the share option scheme adopted by the Company on 6 December 2001 (as amended on 12 March 2003) (the "Share Option Scheme"), the New Shares to be allotted may result in an adjustment to the number of shares to be issued upon exercise of options under the share options granted and/or the exercise price and/or the method of exercise of the share options in respect of share options granted by the Company which are exercisable. Such adjustments shall give the option holder the same proportion of the issued share capital of the Company as that to which such option holder would otherwise entitle, but no such adjustments shall be made where, and to the extent that, such adjustments would result in any shares of the Company being issued at less than their nominal value. If and when any adjustments have to be made, the Company will notify the option holders in accordance with the Share Option Scheme.

General

Whether or not it is to your advantage to receive New Shares or cash, in whole or in part, depends upon your own individual circumstances, and the decision in this regard and all effects result therefrom are the responsibility of each shareholder.

Shareholders who are trustees are recommended to seek professional advice as to whether the choice of accepting the Interim Dividend in scrip form is within their powers and its effect having regard to the terms of the relevant trust instrument.

Dealings in the shares of the Company may be settled through the Central Clearing and Settlement System. Shareholders should seek the advice of their stockbrokers or other professional advisers for details of these settlement arrangements and how such settlement arrangements will affect their rights and interests.

Expected timetable

Last day of receipt of form of election	Friday, 19 May 2006
Fix the market value of a New Share (5 trading days average)	Monday, 22 May 2006 to Friday, 26 May 2006
Press announcement setting out the basis of allotment of New Share	Monday, 29 May 2006
Dividend warrant and share certificate to all shareholders	Tuesday, 13 June 2006
Commencement of dealings in the New Shares	Wednesday, 14 June 2006

Yours faithfully,
For and on behalf of
NWS HOLDINGS LIMITED
Dr. Cheng Kar Shun, Henry
Chairman