



新創建集團有限公司 *
NWS Holdings Limited

(incorporated in Bermuda with limited liability)
(stock code: 0659)

GENERAL DISCLOSURE UNDER RULE 13.09(1)
FURTHER ANNOUNCEMENT IN RELATION TO
THE PROPOSED SETTING UP OF
A SINO-FOREIGN EQUITY JOINT VENTURE COMPANY

On 10 April 2006, the Investment Framework Agreement was entered into among the Framework Parties to mainly agree to certain basic terms for the setting up of the JV Enterprise, as well as forming a preparation team to study and prepare for the establishment of the JV Enterprise and certain related matters.

Save for the Investment LoI and the Investment Framework Agreement, no formal joint venture agreement has been entered into or made upon by the Framework Parties as at the date of this announcement. The formal joint venture agreement for the establishment of the JV Enterprise is subject to further negotiation and agreement by the Framework Parties. Should such formal joint venture agreement be reached and executed, a further announcement will be made by the Company in compliance with the Listing Rules.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in shares of the Company.

Reference is made to the announcement issued by the Company on 26 September 2005 (the "Announcement") in relation to the Investment LoI. Unless otherwise defined herein, capitalised terms used in this announcement shall have the meaning given to such terms in the Announcement.

Pursuant to the Investment LoI, the intention to set up 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, was expressed therein.

THE INVESTMENT FRAMEWORK AGREEMENT

Date of the Investment Framework Agreement/Purpose: 10 April 2006. To mainly agree to certain basic terms for the setting up of the JV Enterprise, as well as forming a preparation team, comprising representatives from each of the Framework Parties, to study and prepare for the establishment of the JV Enterprise and certain related matters.

Construction: It is planned that the construction of the 18 large scale pivotal rail container terminals will be completed in phases by 2010.

Registered capital and total investment: The estimated total investment of this joint venture project is RMB12 billion (equivalent to approximately HK\$11.54 billion), and the registered capital of the JV Enterprise will represent 35% of such total investment to be injected by installments. The remaining 65% of the total investment is planned to be raised through project financing or commercial loans.

Equity interest: Pursuant to the Investment Framework Agreement, the equity interest in the JV Enterprise proposed to be held by NWS Ports remains at 22% under the Investment LoI.

GENERAL

Save for the Investment LoI and the Investment Framework Agreement, no formal joint venture agreement has been entered into or made upon by the Framework Parties as at the date of this announcement.

The formal joint venture agreement for the establishment of the JV Enterprise is subject to further negotiation and agreement by the Framework Parties. It is planned that such joint venture agreement will be entered into by the Framework Parties by the end of May 2006. Should the formal joint venture agreement be reached and executed, a further announcement will be made by the Company in compliance with the Listing Rules.

Shareholders and potential investors in the Company are advised to exercise caution when dealing in shares of the Company.

This announcement is made pursuant to Rule 13.09(1) of the Listing Rules.

THE BOARD

As at the date of this announcement, the Board comprises 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[#] and The Honourable Shek Lai Him, Abraham[#].

[#] *Non-executive director*

^{##} *Independent non-executive director*

TERMS USED IN THE ANNOUNCEMENT

Unless the context otherwise requires, capitalized terms used in this announcement shall have the following meanings:

“Board”	the board of directors of the Company
“Framework Parties”	CRCTC, NWS Ports and other Independent Third Parties to the Investment Framework Agreement.
“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

For the purpose of this announcement 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.

By order of the Board
Dr. Cheng Kar Shun, Henry
Chairman

Hong Kong, 10 April 2006

* *For identification purposes only*

Please also refer to the published version of this announcement in The Standard.