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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)

NWSH Capital Finance Limited
*(incorporated in the British Virgin Islands
with limited liability)*

REDEMPTION OF OUTSTANDING ZERO COUPON GUARANTEED CONVERTIBLE BONDS DUE 2009

(stock code: 2578)

- The Issuer hereby gives notice to the Bondholders that it will redeem all outstanding Convertible Bonds on 9 March 2007 at the amount of HK\$141,926,400, representing 98.56% of their principal amounts.**
- The last trading day of the Convertible Bonds will be 22 February 2007. Trading in the Convertible Bonds on the Stock Exchange will cease at the close of business on that day.**
- All Conversion Notices must be lodged with the Principal Agent not later than 4:00 p.m. on 22 February 2007.**
- Transfers of interests in the Convertible Bonds must be effected through the records of Euroclear and Clearstream and their respective participants not later than 4:00 p.m. on 22 February 2007.**

- **Payment of redemption monies to the Bondholders will be settled through Euroclear or Clearstream and their participants in accordance with the rules and procedures of Euroclear or Clearstream (as the case may be) and their respective participants.**

Reference is made to the announcement dated 30 March 2004 issued by NWS Holdings Limited (the “**Company**”) in relation to the issue by NWSH Capital Finance Limited (the “**Issuer**”, a direct wholly-owned subsidiary of the Company) of HK\$1,350,000,000 zero coupon guaranteed convertible bonds due 2009 (the “**Convertible Bonds**”) convertible into ordinary shares of HK\$1.00 each in the Company (the “**Shares**”).

Under Condition 9(B) of the terms and conditions of the Convertible Bonds (the “**Terms and Conditions**”), the Convertible Bonds may be redeemed by the Issuer if the closing price of the Shares for each of any 20 dealing days falling within a period of 30 consecutive dealing days was at least 120% of the conversion price per Share at which Shares may be issued upon conversion of the Convertible Bonds (the “**Conversion Price**”) then in effect on each such dealing day, provided that the last day of such 30-day period occurs no more than five dealing days prior to the date of this notice. In accordance with Condition 9(B) of the Terms and Conditions, the Issuer hereby gives notice to the holders of the Convertible Bonds (the “**Bondholders**”) that it will redeem all outstanding Convertible Bonds on 9 March 2007. As at the date of this announcement, the Conversion Price of the Convertible Bonds is HK\$13.18 per Share (subject to adjustment), and the aggregate amount payable upon redemption of all outstanding Convertible Bonds, as calculated in accordance with Condition 9(C) of the Terms and Conditions, is HK\$141,926,400, representing 98.56% of their principal amounts. The redemption amount to be paid by the Issuer shall be financed by internal

funding. The Company considers that no material impact on its financial position shall be incurred under this redemption of the Convertible Bonds.

As at the close of business on 30 January 2007, being the latest practicable date prior to the publication of this notice, the closing price of the Shares was HK\$17.56 per Share and the aggregate principal amount of the outstanding Convertible Bonds was HK\$144,000,000, representing 10.67% of the total amount of the Convertible Bonds issued.

The Company has made the following arrangements regarding dealings in the Convertible Bonds:

1. The last trading day of the Convertible Bonds will be 22 February 2007. Trading in the Convertible Bonds on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) will cease at the close of business on that day.
2. Bondholders who wish to exercise their rights attaching to the Convertible Bonds to convert the same into Shares must lodge with the principal agent for the Convertible Bonds (the “**Principal Agent**”), The Hongkong and Shanghai Banking Corporation Limited, at HSBC Main Building, 30th Floor, 1 Queen’s Road Central, Hong Kong, the duly completed and signed notices of conversion (the “**Conversion Notices**”) not later than 4:00 p.m. on 22 February 2007.

Conversion Notices lodged with the Principal Agent later than 4:00 p.m. on 22 February 2007 will not be accepted. The Shares to be issued upon valid conversion of the Convertible Bonds will be allotted on the conversion date, which is deemed to be the next business day the Stock Exchange is open for business following the receipt of the relevant Conversion Notices by the Principal Agent. Such new Shares will rank *pari passu* in all respects with the then existing Shares in issue.

3. Transfers of interests in the Convertible Bonds must be effected through the records of the Euroclear System operated by Euroclear Bank S.A./N.V. (“Euroclear”) and Clearstream Banking, société anonyme (“Clearstream”) and their respective participants in accordance with the rules and procedures of Euroclear or Clearstream (as the case may be) and their respective direct and indirect participants not later than 4:00 p.m. on 22 February 2007.
4. The register for the Convertible Bonds maintained by Euroclear and Clearstream will be closed from 23 February 2007 to 9 March 2007 (both days inclusive) for ascertaining entitlements of the relevant Bondholders to the redemption monies.
5. All outstanding Convertible Bonds will be redeemed on 9 March 2007.
6. Payment of redemption monies to the Bondholders will be settled through Euroclear or Clearstream and their respective participants in accordance with the rules and procedures of Euroclear or Clearstream (as the case may be) and their respective participants.

Upon completion of the redemption of the outstanding Convertible Bonds, an application for withdrawal of listing of the Convertible Bonds on the Stock Exchange shall be made to the Stock Exchange by the Issuer. Bondholders who are in any doubt as to the action to be taken should consult their stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

By order of the Board
**NWS HOLDINGS
LIMITED**

Dr. Cheng Kar Shun, Henry
Chairman

By order of the Board
**NWSH CAPITAL FINANCE
LIMITED**

Wong Kwok Kin, Andrew
Director

Hong Kong, 30 January 2007

As at the date of this announcement: (a) the executive directors of the Company are Dr. Cheng Kar Shun, Henry, Mr. Doo Wai Hoi, William, Mr. Chan Kam Ling, Mr. Tsang Yam Pui, Mr. Wong Kwok Kin, Andrew, Mr. Lam Wai Hon, Patrick, Mr. Cheung Chin Cheung and Mr. William Junior Guilherme Doo; (b) the non-executive directors of the Company are Mr. Wilfried Ernst Kaffenberger (alternate director of Mr. Wilfried Ernst Kaffenberger: Mr. Yeung Kun Wah, David), Mr. To Hin Tsun, Gerald and Mr. Dominic Lai; and (c) the independent non-executive directors of the Company are Mr. Kwong Che Keung, Gordon, Mr. Cheng Wai Chee, Christopher and The Honourable Shek Lai Him, Abraham.

As at the date of this announcement, the directors of the Issuer are Mr. Wong Kwok Kin, Andrew and Mr. Lam Wai Hon, Patrick.

** For identification purposes only*

Please also refer to the published version of this announcement in South China Morning Post.