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新創建 NWS

新創建集團有限公司*
NWS HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(stock code: 659)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 17 NOVEMBER 2015,
RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
NON-COMPLIANCE WITH REQUIREMENT FOR
INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board is pleased to announce that all the resolutions proposed at the AGM were duly passed by the shareholders of the Company by way of poll.

The Board announces that Mr. Wilfried Ernst Kaffenberger ceased to be an independent non-executive director of the Company with effect from the conclusion of the AGM. In addition, Mr. Yeung Kun Wah, David ceased to be an alternate director of Mr. Kaffenberger upon the retirement of Mr. Kaffenberger with effect from the conclusion of the AGM.

The Company is in the course of identifying a suitable candidate to fill the vacancy of an independent non-executive director with a view to fulfilling the requirement under Rule 3.10A of the Listing Rule as soon as practicable.

POLL RESULTS OF THE AGM

The board of directors (the “Board”) of NWS Holdings Limited (the “Company”) is pleased to announce that at the annual general meeting held on 17 November 2015 (“AGM”), all the proposed resolutions as set out in the notice of AGM dated 16 October 2015 (the “Notice”) were duly passed by the shareholders of the Company by way of poll.

Tricor Standard Limited, the branch share registrar of the Company in Hong Kong, acted as the scrutineer for vote-taking at the AGM. The poll results were as follows:

Resolutions			Number of votes cast (%)		Total number of votes cast
			For	Against	
1.	To receive and consider the audited financial statements and the Reports of the Directors and Auditor for the year ended 30 June 2015.		2,380,461,875 (99.9844%)	371,002 (0.0156%)	2,380,832,877
2.	To declare a final dividend.		2,380,845,847 (99.9999%)	2 (0.0001%)	2,380,845,849
3.	(I)	(a) To re-elect Mr. Hui Hon Chung as Director.	2,064,469,310 (86.7390%)	315,625,539 (13.2610%)	2,380,094,849
		(b) To re-elect Mr. Cheung Chin Cheung as Director.	2,064,606,310 (86.7447%)	315,488,539 (13.2553%)	
		(c) To re-elect Mr. William Junior Guilherme Doo as Director.	1,969,011,425 (82.7022%)	411,834,424 (17.2978%)	
		(d) To re-elect Mr. Lee Yiu Kwong, Alan as Director.	2,363,870,134 (99.2870%)	16,975,715 (0.7130%)	
	(II) To authorize the Board of Directors to fix the Directors' remuneration.	2,380,000,085 (99.9645%)	845,764 (0.0355%)	2,380,845,849	
4.	To re-appoint Auditor and to authorize the Board of Directors to fix the Auditor's remuneration.		2,379,833,465 (99.9575%)	1,012,384 (0.0425%)	2,380,845,849
5.	(I)	To approve a general mandate to the Directors to issue shares not exceeding 20% of the existing number of issued shares.	1,955,513,471 (82.1352%)	425,332,378 (17.8648%)	2,380,845,849
	(II)	To approve a general mandate to the Directors to repurchase shares not exceeding 10% of the existing number of issued shares.	2,380,504,996 (99.9986%)	32,653 (0.0014%)	2,380,537,649
	(III)	To extend the general mandate granted to the Directors pursuant to resolution 5(I) above.	2,000,334,845 (84.0178%)	380,511,004 (15.9822%)	2,380,845,849

Please refer to the Notice for details of the above resolutions.

As more than 50% of the votes were cast in favour of each of the resolutions numbered (1) to (5)(III), these resolutions were duly passed as ordinary resolutions.

As at the date of the AGM, the number of issued shares of the Company was 3,775,365,900 shares, which was the total number of shares entitling the holders to attend and vote for or against all the resolutions proposed at the AGM. Every member present in person or by proxy has one vote for every share of which he is the holder. There were no shares of the Company entitling the holders to attend and vote only against, or abstain from voting on, the proposed resolutions at the AGM. No shareholders of the Company have stated their intention in the circular of the Company dated 16 October 2015 to vote against or to abstain from voting on any of the proposed resolutions at the AGM.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement made by the Company on 23 September 2015, pursuant to which, Mr. Wilfried Ernst Kaffenberger (“Mr. Kaffenberger”) indicated that he would not offer himself for re-election as a director of the Company at the AGM. As such, the Board announces that Mr. Kaffenberger ceased to be an independent non-executive director of the Company with effect from the conclusion of the AGM. In addition, Mr. Yeung Kun Wah, David ceased to be an alternate director of Mr. Kaffenberger upon the retirement of Mr. Kaffenberger with effect from the conclusion of the AGM.

NON-COMPLIANCE WITH REQUIREMENT FOR INDEPENDENT NON-EXECUTIVE DIRECTOR

Following Mr. Kaffenberger’s retirement, the number of independent non-executive directors of the Company is four, which falls below the requirement under Rule 3.10A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) which requires the Company to appoint independent non-executive directors representing at least one-third of the Board. The Company is in the course of identifying a suitable candidate to fill the vacancy of an independent non-executive director with a view to fulfilling the requirement under Rule 3.10A of the Listing Rule as soon as practicable and within three months from 17 November 2015 as required under Rule 3.11 of the Listing Rules. Further announcement(s) will be made by the Company as and when appropriate.

By order of the Board
Chow Tak Wing
Company Secretary

Hong Kong, 17 November 2015

As at the date of this announcement, (a) the executive directors of the Company are Dr. Cheng Kar Shun, Henry, Mr. Tsang Yam Pui, Mr. Hui Hon Chung, Mr. Lam Wai Hon, Patrick, Mr. Cheung Chin Cheung and Mr. Cheng Chi Ming, Brian; (b) the non-executive directors of the Company are Mr. To Hin Tsun, Gerald, Mr. Dominic Lai and Mr. William Junior Guilherme Doo; and (c) the independent non-executive directors of the Company are Mr. Kwong Che Keung, Gordon, Dr. Cheng Wai Chee, Christopher, The Honourable Shek Lai Him, Abraham and Mr. Lee Yiu Kwong, Alan.

* *For identification purposes only*