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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 stockbroker or other registered dealer in securities, 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 together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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)**

**PROPOSALS FOR  
RE-ELECTION OF RETIRING DIRECTORS,  
GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES,  
AMENDMENTS TO THE EXISTING BYE-LAWS AND  
ADOPTION OF THE NEW BYE-LAWS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of NWS Holdings Limited to be held at Meeting Room N101B (Expo Drive Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Monday, 18 November 2013 at 11:45 a.m. is set out in Appendix III to this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the branch share registrar of NWS Holdings Limited in Hong Kong, Tricor Standard Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the meeting or any adjourned meeting should you so wish.

17 October 2013

\* For identification purposes only

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“Act”	the Companies Act 1981 of Bermuda, as amended, modified or supplemented from time to time
“Annual General Meeting”	the annual general meeting of the Company convened to be held at Meeting Room N101B (Expo Drive Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Monday, 18 November 2013 at 11:45 a.m., notice of which is set out in Appendix III to this circular or, where the context so admits, any adjournment thereof
“Board”	the board of directors of the Company
“Bye-laws”	the bye-laws of the Company, as amended, modified or supplemented from time to time
“Company”	NWS Holdings Limited, a company incorporated in Bermuda with limited liability and whose securities are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“General Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and deal with Shares in the manner as set out in ordinary resolution no. 5(I) of the notice of the Annual General Meeting
“Group”	the Company and its subsidiaries
“Hong Kong” or “HKSAR”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	9 October 2013, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining information contained herein
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares in the manner as set out in ordinary resolution no. 5(II) of the notice of the Annual General Meeting
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended and supplemented from time to time
“Share(s)”	the share(s) of HK\$1.00 each in the capital of the Company

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## DEFINITIONS

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“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



# 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)

**Executive Directors:**

Dr. Cheng Kar Shun, Henry (*Chairman*)  
Mr. Tsang Yam Pui  
Mr. Lam Wai Hon, Patrick  
Mr. Cheung Chin Cheung  
Mr. William Junior Guilherme Doo  
Mr. Cheng Chi Ming, Brian

**Non-executive Directors:**

Mr. To Hin Tsun, Gerald  
Mr. Dominic Lai

**Independent non-executive Directors:**

Mr. Kwong Che Keung, Gordon  
Dr. Cheng Wai Chee, Christopher  
The Honourable Shek Lai Him, Abraham  
Mr. Wilfried Ernst Kaffenberger  
(Alternate Director to Mr. Wilfried Ernst Kaffenberger:  
Mr. Yeung Kun Wah, David)  
Mr. Lee Yiu Kwong, Alan

**Registered Office:**

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

**Principal Place of Business  
in Hong Kong:**

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

17 October 2013

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
RE-ELECTION OF RETIRING DIRECTORS,  
GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES,  
AMENDMENTS TO THE EXISTING BYE-LAWS AND  
ADOPTION OF THE NEW BYE-LAWS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

At the Annual General Meeting, resolutions will be proposed to approve, among others, (i) the re-election of retiring Directors; (ii) the granting of the General Mandate and the Repurchase Mandate; and (iii) the amendments proposed to be made to the existing Bye-laws and the adoption of the new Bye-laws.

\* For identification purposes only

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## LETTER FROM THE CHAIRMAN

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The purpose of this circular is to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the Annual General Meeting.

### **RE-ELECTION OF RETIRING DIRECTORS**

Pursuant to bye-law 87 of the Bye-laws, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office by rotation provided that notwithstanding anything therein, each Director shall be subject to retirement by rotation at least once in every three years. Accordingly, Messrs. Tsang Yam Pui, To Hin Tsun, Gerald, Dominic Lai, Kwong Che Keung, Gordon and Shek Lai Him, Abraham shall retire from their offices.

Pursuant to the code provision set out in paragraph A.4.3 of Appendix 14 of the Listing Rules, any further appointment of independent non-executive director serving more than nine years should be subject to a separate resolution to be approved by shareholders. Notwithstanding that Mr. Kwong Che Keung, Gordon and Mr. Shek Lai Him, Abraham have served as independent non-executive Directors for more than nine years, (i) the Board has assessed and reviewed the annual confirmation of independence based on the criteria set out in Rule 3.13 of the Listing Rules and affirmed that both Mr. Kwong Che Keung, Gordon and Mr. Shek Lai Him, Abraham remain independent; (ii) the nomination committee of the Company has assessed and is satisfied of the independence of Mr. Kwong Che Keung, Gordon and Mr. Shek Lai Him, Abraham; and (iii) the Board considers that both Mr. Kwong Che Keung, Gordon and Mr. Shek Lai Him, Abraham remain independent of management and free of any relationship which could materially interfere with the exercise of their independent judgment. In view of the factors above and the fact that the experience and knowledges of the relevant individuals in the business sectors in which the Company operates, the Board would recommend Mr. Kwong Che Keung, Gordon and Mr. Shek Lai Him, Abraham for re-election at the Annual General Meeting.

The abovementioned Directors, being eligible, shall offer themselves for re-election at the Annual General Meeting. Details of such Directors are set out in Appendix I to this circular.

### **GENERAL MANDATE AND REPURCHASE MANDATE**

The existing general mandates to issue Shares and to repurchase Shares will expire at the conclusion of the Annual General Meeting.

In order to provide flexibility and discretion to the Directors to issue new Shares, an ordinary resolution will be proposed at the Annual General Meeting that the Directors be granted the General Mandate to allot and issue new Shares up to an amount not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing such resolution and a separate ordinary resolution will also be proposed to extend the General Mandate by adding the nominal amount of any Shares repurchased by the Company pursuant to the Repurchase Mandate.

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## LETTER FROM THE CHAIRMAN

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At the Annual General Meeting, an ordinary resolution will be proposed to the Shareholders that the Directors be granted the Repurchase Mandate to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing such resolution. An explanatory statement as required by the Listing Rules to provide the requisite information concerning the Repurchase Mandate is set out in Appendix II to this circular.

### **AMENDMENTS PROPOSED TO BE MADE TO THE EXISTING BYE-LAWS AND ADOPTION OF THE NEW BYE-LAWS**

The Company proposed to put forward to the Shareholders for approval at the Annual General Meeting a special resolution to amend the existing Bye-laws so as to bring them in line with certain amendments made to the Act and the Listing Rules, to provide flexibility to the Company in administration and to make certain housekeeping changes. In summary, the major amendments proposed to be made to the existing Bye-laws are as follows:

- (a) subject to compliance with the Act and the Listing Rules, the Company may provide financial assistance to persons in their purchases of the Shares or other securities or derivative securities on the Shares;
- (b) members of the public may now inspect the register of members of the Company without charge;
- (c) subject to the Bye-laws, Shares may now be transferred by Shareholders in any manner permitted by and in accordance with the Listing Rules without the need of an instrument of transfer;
- (d) to dispense with the publication of a notice of closure of the register of members of the Company for suspension of registration of Shares transfers in an appointed newspaper in Bermuda;
- (e) to update the length of notice of general meeting in line with the requirements of the Listing Rules;
- (f) to provide for all resolutions proposed at general meetings of the Company shall be decided by poll unless a show of hands is otherwise permitted under the Listing Rules;
- (g) to remove the 5% threshold or exemption for voting by a Director on a resolution of the Board in which such Director (or his associates) has an interest;
- (h) no Director or any of his associates (if he is also a Director or a member of a committee of the Board) shall be involved in deciding his own remuneration;
- (i) to remove the requirement for appointment of a president and vice president or deputy chairman;

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## LETTER FROM THE CHAIRMAN

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- (j) to provide that any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest or potential conflict of interest which the Board determines to be material must be considered at a Board meeting and not by way of a resolution in writing of Directors;
- (k) to amend the applicable solvency test which the Company has to satisfy before it may make a distribution out of contributed surplus;
- (l) to update the provisions in regards to the appointment and removal of auditor and persons who shall not be appointed as auditor of the Company in line with the requirements of the Act and the Listing Rules;
- (m) the Company may deem consent on the part of a Shareholder to the provision of the Company's corporate communications by placing them on the website of the Company if such deemed consent is permitted by the Listing Rules and the Company otherwise complies with the relevant procedures; and
- (n) to attend to certain minor amendments for housekeeping purpose.

The Company also proposes to adopt the new Bye-laws incorporating all the amendments proposed to be made to the existing Bye-laws for approval by the Shareholders at the Annual General Meeting.

Details of the amendments proposed to be made to the existing Bye-laws are set out in the notice of the Annual General Meeting contained in this circular.

The Company's legal advisers, Messrs. Chiu & Partners and Conyers Dill & Pearman, have confirmed that the amendments proposed to be made to the existing Bye-laws comply with the requirements of the Listing Rules and the applicable laws of Bermuda respectively. The Company also confirms that there is nothing unusual about the proposed amendments for a company listed in Hong Kong.

### **ANNUAL GENERAL MEETING**

Set out in Appendix III to this circular is a notice convening the Annual General Meeting. A form of proxy for use in connection with the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the branch share registrar of the Company in Hong Kong, Tricor Standard Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting should you so desire.

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## LETTER FROM THE CHAIRMAN

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Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by way of poll save for resolution relating purely to a procedural or administrative matter. Accordingly, the Chairman of the Annual General Meeting shall demand the resolutions to be put to vote by poll.

After the conclusion of the Annual General Meeting, the results of the poll will be published on HKExnews website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.nws.com.hk](http://www.nws.com.hk).

### **RESPONSIBILITY STATEMENT**

This circular for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### **RECOMMENDATION**

The Directors believe that the proposals for the re-election of the retiring Directors; the granting of the General Mandate and the Repurchase Mandate; and the amendments proposed to be made to the existing Bye-laws and the adoption of the new Bye-laws are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of the proposed resolutions as set out in the notice convening the Annual General Meeting.

### **GENERAL**

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

Yours faithfully,  
**Dr. Cheng Kar Shun, Henry**  
*Chairman*

The following are the particulars of the Directors who will retire and, being eligible, offer themselves for re-election at the Annual General Meeting:

**Mr. Tsang Yam Pui**, aged 67, was appointed as Executive Director in June 2004 and is also the Chairman of the Corporate Social Responsibility Committee and a member of the Executive Committee, the Remuneration Committee and the Nomination Committee of the Company. He is also a director of certain subsidiaries of the Group. Mr. Tsang is the Vice Chairman of New World First Bus Services Limited, Citybus Limited, New World First Bus Services (China) Limited and New World First Ferry Services Limited. He is also the Vice Chairman of China United International Rail Containers Co., Limited in Mainland China and a director of Mapletree Investments Pte Ltd in Singapore. Mr. Tsang is the Chairman and a non-executive director of Mapletree Commercial Trust Management Ltd. (as manager of Mapletree Commercial Trust which is listed on the Singapore Stock Exchange). Mr. Tsang was the Chairman and a non-executive director of Newton Resources Ltd, a listed public company in Hong Kong, up to his retirement on 23 May 2012. Mr. Tsang was a member of the Hong Kong Sanatorium & Hospital's Clinical Governance Committee during the period from 2008 and up to June 2013. Prior to joining the Company, Mr. Tsang had served with the Hong Kong Police Force for 38 years and retired from the Force as its Commissioner in December 2003. He has extensive experience in corporate leadership and public administration. Mr. Tsang was awarded the Gold Bauhinia Star, the OBE, the Queen's Police Medal, the Colonial Police Medal for Meritorious Service, the Commissioner's Commendation, and the HKSAR Police Long Service Medal.

Save as disclosed above, Mr. Tsang did not hold any directorship in other listed public companies in the last three years.

Mr. Tsang's service contract provides for a fixed term of three years but also subject to the rotational retirement and re-election requirements at annual general meeting pursuant to the Bye-laws. His emoluments comprise annual salary package, discretionary bonus and share options and a director's fee to be reviewed and determined by the Board annually with the authorization granted by the Shareholders at an annual general meeting of the Company and taking reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation. For the financial year ended 30 June 2013, he was paid approximately HK\$0.37 million as fees for acting as Director and member of certain board committees of the Company and an aggregate amount of approximately HK\$7.55 million as salary, bonus, allowances and director's fees from certain subsidiaries of the Company.

Save as disclosed above, Mr. Tsang is not connected with any Directors, senior management or substantial and controlling shareholders of the Company. Except for the personal interest in 180,000 Shares, as at the Latest Practicable Date, Mr. Tsang does not have other interests in Shares within the meaning of Part XV of the SFO.

On 13 March 2008, the Takeovers Executive of the Securities and Futures Commission issued a notice criticizing NWS Financial Management Services Limited (“NWSFM”, an indirect wholly-owned subsidiary of the Company) and two of its directors for breaching Rule 31.3 of the Takeovers Code arising from NWSFM’s acquisition of shares in Taifook Securities Group Limited (now known as Haitong International Securities Group Limited). The breach was caused by an inadvertent miscalculation of the prescribed period under Rule 31.3 of the Takeovers Code. Mr. Tsang has been a director of NWSFM since 9 October 2007 but he was not a party under the aforesaid criticism.

Save as disclosed above, Mr. Tsang has not been involved in any of the matters as mentioned under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters in relation to Mr. Tsang that need to be brought to the attention to the Shareholders.

**Mr. To Hin Tsun, Gerald**, aged 64, was appointed as Independent Non-executive Director in May 1998 and was re-designated to Non-executive Director in August 2002. Mr. To has been a practising solicitor in Hong Kong since 1975. He is also qualified as a solicitor in the United Kingdom, as well as an advocate and solicitor in Singapore. Mr. To is also a non-executive director of Mongolia Energy Corporation Limited (stock code: 276) and an executive director of International Entertainment Corporation (stock code: 1009), both companies' shares being listed on the Main Board of the Stock Exchange.

Save as disclosed above, Mr. To did not hold any directorship in other listed public companies in the last three years.

Mr. To's service contract provides for a fixed term of three years but also subject to the rotational retirement and re-election requirements at annual general meeting pursuant to the Bye-laws. His director's fee will be reviewed and determined by the Board annually with the authorization granted by the Shareholders at an annual general meeting of the Company and taking reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation. For the financial year ended 30 June 2013, he was paid HK\$0.18 million as fees for acting as Director and an amount of approximately HK\$0.03 million as allowances.

Save as disclosed above, Mr. To is not connected with any Directors, senior management or substantial and controlling shareholders of the Company. As at the Latest Practicable Date, Mr. To does not have interest in Shares within the meaning of Part XV of the SFO.

Mr. To has not been involved in any of the matters as mentioned under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters in relation to Mr. To that need to be brought to the attention to the Shareholders.

**Mr. Dominic Lai**, aged 66, was appointed as Independent Non-executive Director in August 2002 and was re-designated to Non-executive Director in September 2004. He is also a member of the Audit Committee and the Corporate Social Responsibility Committee of the Company. Mr. Lai is a practising solicitor in Hong Kong and is also admitted in England and Wales, the Republic of Singapore, the States of New South Wales and Victoria, Australia. Mr. Lai is a senior partner of the Hong Kong law firm, Iu, Lai & Li. He is also a non-executive director of Midas International Holdings Limited (stock code: 1172) and Oriental Press Group Limited (stock code: 18), both being listed public companies in Hong Kong. Moreover, he was an independent non-executive director of Winfoong International Limited (stock code: 63), a listed public company in Hong Kong, up to his retirement on 24 May 2011.

Save as disclosed above, Mr. Lai did not hold any directorship in other listed public companies in the last three years. He also acts as directors of certain members of the Group.

Mr. Lai's service contract provides for a fixed term of three years but also subject to the rotational retirement and re-election requirements at annual general meeting pursuant to the Bye-laws. His director's fee will be reviewed and determined by the Board annually with the authorization granted by the Shareholders at an annual general meeting of the Company and taking reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation. For the financial year ended 30 June 2013, he was paid HK\$0.31 million as fees for acting as Director and member of certain board committees of the Company and an amount of HK\$0.05 million as allowances.

Save as disclosed above, Mr. Lai is not connected with any Directors, senior management or substantial and controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Lai does not have interest in Shares within the meaning of Part XV of the SFO.

Mr. Lai has not been involved in any of the matters as mentioned under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters in relation to Mr. Lai that need to be brought to the attention to the Shareholders.

**Mr. Kwong Che Keung, Gordon**, aged 64, was appointed as Independent Non-executive Director in October 2002 and is the Chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee of the Company. He is also an independent non-executive director of a number of Hong Kong listed public companies including Agile Property Holdings Limited (stock code: 3383), CITIC Telecom International Holdings Limited (stock code: 1883), China COSCO Holdings Company Limited (stock code: 1919), China Chengtong Development Group Limited (stock code: 217), China Power International Development Limited (stock code: 2380), Chow Tai Fook Jewellery Group Limited (stock code: 1929), Global Digital Creations Holdings Limited (stock code: 8271), Henderson Investment Limited (stock code: 97), Henderson Land Development Company Limited (stock code: 12) and OP Financial Investments Limited (stock code: 1140). He was an independent non-executive director of Frasers Property (China) Limited (stock code: 535, now known as Gemdale Properties and Investment Corporation Limited) (retired on 14 January 2011), COSCO International Holdings Limited (stock code: 517) (retired on 9 June 2011), Beijing Capital International Airport Company Limited (stock code: 694) (retired on 15 June 2011) and Quam Limited (stock code: 952) (retired on 6 September 2012), all being listed public companies in Hong Kong. Mr. Kwong is a fellow member of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institutes of Certified Public Accountants. He was a Partner of Price Waterhouse from 1984 to 1998 and an independent member of the Council of the Stock Exchange from 1992 to 1997, during which, he had acted as convener of both the Compliance Committee and the Listing Committee.

Save as disclosed above, Mr. Kwong did not hold any directorship in other listed public companies in the last three years.

Mr. Kwong's service contract provides for a fixed term of three years but also subject to the rotational retirement and re-election requirements at annual general meeting pursuant to the Bye-laws. His director's fee will be reviewed and determined by the Board annually with the authorization granted by the Shareholders at an annual general meeting of the Company and taking reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation. For the financial year ended 30 June 2013, he was paid approximately HK\$0.41 million as fees for acting as Director and member of certain board committees of the Company and an amount of approximately HK\$0.05 million as allowances.

Mr. Kwong, who served the Board for more than nine years, confirmed that he has satisfied all factors set out in Rule 3.13 of the Listing Rules in assessing his independence. Save as disclosed above, Mr. Kwong is not connected with any Directors, senior management or substantial and controlling shareholders of the Company. Except for the personal interest in 1,207,077 Shares, as at the Latest Practicable Date, Mr. Kwong does not have other interests in Shares within the meaning of Part XV of the SFO.

Mr. Kwong has not been involved in any of the matters as mentioned under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters in relation to Mr. Kwong that need to be brought to the attention to the Shareholders.

**The Honourable Shek Lai Him, Abraham**, aged 68, was appointed as Independent Non-executive Director in September 2004 and is the Chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee of the Company. Mr. Shek graduated from the University of Sydney with Bachelor of Arts. He is a member of the Legislative Council for the HKSAR representing real estate and construction functional constituency since 2000. Currently, Mr. Shek is a member of the Court of The Hong Kong University of Science & Technology and a member of both the Court and the Council of The University of Hong Kong. He is also a member of the Fifth Shenzhen Municipal Committee of Chinese People's Political Consultative Conference of The People's Republic of China, a member of the Committee on Strategic Development of the Central Policy Unit of the Government of the HKSAR and the Vice Chairman of the Independent Police Complaints Council in the HKSAR. Mr. Shek is a director of The Hong Kong Mortgage Corporation Limited and an independent non-executive director of MTR Corporation Limited (stock code: 66), Midas International Holdings Limited (stock code: 1172), Paliburg Holdings Limited (stock code: 617), Lifestyle International Holdings Limited (stock code: 1212), Chuang's Consortium International Ltd. (stock code: 367), Chuang's China Investments Limited (stock code: 298) (also acts as Chairman), ITC Corporation Limited (stock code: 372), ITC Properties Group Limited (stock code: 199) (also acts as Vice Chairman), Titan Petrochemicals Group Limited ("Titan") (stock code: 1192), Country Garden Holdings Company Limited (stock code: 2007), Hsin Chong Construction Group Ltd. (stock code: 404), Hop Hing Group Holdings Limited (stock code: 47), SJM Holdings Limited (stock code: 880), Dorsett Hospitality International Limited (stock code: 2266), China Resources Cement Holdings Limited (stock code: 1313) and Lai Fung Holdings Limited (stock code: 1125), all of which are companies whose shares are listed on the Stock Exchange. He is also an independent non-executive director of Eagle Asset Management (CP) Limited (the manager of Champion Real Estate Investment Trust (stock code: 2778)) and Regal Portfolio Management Limited (the manager of Regal Real Estate Investment Trust (stock code: 1881)), both of the trusts are listed on the Stock Exchange. Mr. Shek was awarded the Gold Bauhinia Star by the Government of the HKSAR in July 2013.

Save as disclosed above, Mr. Shek did not hold any directorship in other listed public companies in the last three years.

Mr. Shek's service contract provides for a fixed term of three years but also subject to the rotational retirement and re-election requirements at annual general meeting pursuant to the Bye-laws. His director's fee will be reviewed and determined by the Board annually with the authorization granted by the Shareholders at an annual general meeting of the Company and taking reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation. For the financial year ended 30 June 2013, he was paid approximately HK\$0.38 million as fees for acting as Director and member of certain board committees of the Company and an amount of approximately HK\$0.05 million as allowances.

Mr. Shek, who has served the Board for more than nine years, confirmed that he has satisfied all factors set out in Rule 3.13 of the Listing Rules in assessing his independence. Save as disclosed above, Mr. Shek is not connected with any Directors, senior management or substantial and controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Shek does not have interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed in the announcement of the Company dated 31 August 2012 in relation to a petition served by Saturn Petrochemical Holdings Limited at the Supreme Court of Bermuda for an order, amongst other things, to wind up and to appoint liquidator against Titan, of which Mr. Shek is its director, Mr. Shek has not been involved in any of the matters as mentioned under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters in relation to Mr. Shek that need to be brought to the attention to the Shareholders.

This explanatory statement contains the information required by the Listing Rules. Its purpose is to provide to the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

**(a) SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,675,625,438 fully paid up Shares. Subject to the passing of the relevant ordinary resolution approving the Repurchase Mandate on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 367,562,543 Shares.

**(b) REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders and will provide the Directors the flexibility to repurchase Shares in the market when appropriate and beneficial to the Company. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

**(c) FUNDING OF REPURCHASES**

Pursuant to the Listing Rules, repurchases must be financed out of funds legally available for the purpose in accordance with the Company's constitutive documents and the laws of the jurisdiction in which the Company is incorporated or otherwise established.

The Company is empowered by its Memorandum of Association and Bye-laws to repurchase its Shares. Repurchases will be funded from the Company's available cash flow or working capital facilities. The laws of Bermuda provide that repurchases may only be effected out of the capital paid up on the repurchased Shares or out of the funds of the Company otherwise available for dividend or distribution or out of proceeds of a fresh issue of Shares made for the purpose. Any premium payable on a repurchase over the par value of the Shares to be repurchased must be provided for out of funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account or contributed surplus account. No repurchase may be made if on the date on which the repurchase is to be effected, there are reasonable ground for believing the Company is, or after the repurchase would be, unable to pay its liabilities as they become due.

The Directors consider that there might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 30 June 2013) in the event that the Repurchase Mandate was to be exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing ratio of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

**(d) UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to make repurchases under the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and the regulations set out in the Memorandum of Association and Bye-laws of the Company.

None of the Directors nor, to the best of their knowledge having made all reasonable inquiries, any of their associates (as defined in the Listing Rules) has any present intention to sell Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company nor have they undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders.

**(e) EFFECT OF TAKEOVERS CODE**

Repurchase of Shares may result in an increase in the proportionate interests of a Shareholder in the voting rights of the Company and such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, so far as is known to any Director or chief executive of the Company, the following parties had an interest in the Shares 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 as at the Latest Practicable Date	Approximate percentage to the issued share capital of the Company if the Repurchase Mandate is exercised in full
	Beneficial interests	Corporate interests	Total		
Cheng Yu Tung Family (Holdings) Limited	—	2,342,837,512	2,342,837,512	63.74%	70.82%
Cheng Yu Tung Family (Holdings II) Limited	—	2,342,837,512	2,342,837,512	63.74%	70.82%
Chow Tai Fook Capital Limited	—	2,342,837,512	2,342,837,512	63.74%	70.82%
Chow Tai Fook (Holding) Limited	—	2,342,837,512	2,342,837,512	63.74%	70.82%
Chow Tai Fook Enterprises Limited	97,034,424	2,245,803,088	2,342,837,512	63.74%	70.82%
New World Development Company Limited	1,506,941,789	738,861,299	2,245,803,088	61.10%	67.89%
Mombasa Limited	677,292,398	—	677,292,398	18.43%	20.47%

In the event that the Directors shall exercise in full the Repurchase Mandate, the total interests of the above Shareholders would be increased to approximately the percentages shown in the last column of the above table and such increase will not give rise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code and will not reduce the amount of Shares held by the public to be less than 25%.

**(f) SHARE PRICES**

The highest and lowest market prices at which the Shares have traded on the Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

		<b>Per Share</b>	
		<b>Highest price</b>	<b>Lowest price</b>
		<i>HK\$</i>	<i>HK\$</i>
2012:	October	13.06	11.58
	November	12.68	11.76
	December	13.48	12.34
2013:	January	14.02	12.76
	February	15.50	13.42
	March	15.40	11.86
	April	14.40	12.90
	May	14.38	13.30
	June	13.56	10.52
	July	12.76	11.60
	August	12.18	11.28
	September	12.50	11.30
	October (up to the Latest Practicable Date)	12.28	11.88

**(g) SHARE REPURCHASE MADE BY THE COMPANY**

The Company has not repurchased any of its Shares on the Stock Exchange or otherwise during the previous six months from the Latest Practicable Date.



# 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)**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of the Company will be held at Meeting Room N101B (Expo Drive Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Monday, 18 November 2013 at 11:45 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the Reports of the Directors and Auditor for the year ended 30 June 2013.
2. To declare a final dividend.
3.
  - (a) To re-elect Mr. Tsang Yam Pui as Director.
  - (b) To re-elect Mr. To Hin Tsun, Gerald as Director.
  - (c) To re-elect Mr. Dominic Lai as Director.
  - (d) To re-elect Mr. Kwong Che Keung, Gordon as Director.
  - (e) To re-elect Mr. Shek Lai Him, Abraham as Director.
  - (f) To authorize the Board of Directors to fix the Directors' remuneration.
4. To re-appoint Auditor and to authorize the Board of Directors to fix the Auditor's remuneration.
5. As special business, to consider and if thought fit, pass with or without amendment, the following resolutions as ordinary resolutions and special resolutions, respectively:

## ORDINARY RESOLUTIONS

### I. "THAT:

- (A) subject to paragraph (C) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or securities convertible into such shares or options, warrants, or similar rights to subscribe for any shares

\* For identification purposes only

or convertible securities and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (B) the approval in paragraph (A) of this resolution shall authorize the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (C) the aggregate nominal value of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors of the Company pursuant to the approval granted in paragraph (A) of this resolution, otherwise than pursuant to (i) a Right Issue (as hereinafter defined); (ii) the exercise of any conversion rights attaching to any securities which are convertible into shares of the Company; (iii) the exercise of the rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to Directors and/or employees of the Company and/or any of its subsidiaries of options to subscribe for, or rights to acquire, shares of the Company; or (iv) any issue of shares as scrip dividends or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company; shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the approval granted in paragraph (A) shall be limited accordingly; and
- (D) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Right Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange, in any territory outside Hong Kong).”

II. “THAT:

(A) subject to paragraph (B) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission and the Hong Kong Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange or that of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(B) the aggregate nominal amount of shares which may be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the authority granted pursuant to paragraph (A) of this resolution shall be limited accordingly; and

(C) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

- III. “**THAT** conditional upon the Ordinary Resolutions No. I and II being passed, the general mandate granted to the Directors of the Company pursuant to Ordinary Resolution No. I be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted by the Directors of the Company pursuant to such general mandate, an amount representing the aggregate nominal amount of the shares repurchased by the Company under the authority granted pursuant to Ordinary Resolution No. II provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”

#### SPECIAL RESOLUTIONS

- IV. “**THAT** the existing bye-laws of the Company be and are amended in the following manner:

##### Bye-law 1

- (a) by adding the words “, as amended, modified or supplemented from time to time” immediately after the words “the Companies Act 1981 of Bermuda” to the meaning of “Act” in the existing Bye-law 1;
- (b) by adding the words “, where applicable,” immediately after the words “shall have the ordinary meaning given to it and shall” to the meaning of “address” in the existing Bye-law 1;
- (c) by rearranging the meanings of “Board” or “Directors” and “Bye-laws” in the existing Bye-law 1 in the appropriate alphabetical sequence;
- (d) by adding the words “to which the Company is subject” immediately after the words “from time to time in force” to the meaning of “Exchange Listing Rules” in the existing Bye-law 1;
- (e) by deleting the meaning of “Register” in the existing Bye-law 1 in its entirety and substituting therewith the following new meaning of “Register”:

““Register” the principal register of Members maintained in Bermuda (the “principal Register”) and where applicable, any branch register of Members (the “branch Register”) to be kept pursuant to the provisions of the Act or these Bye-laws.”

- (f) by deleting the words “register of Members” after the words “in respect of any class of share capital such place as the Board may from time to time determine to keep a branch” and substituting therewith the word “Register” in the meaning of “Registration Office” in the existing Bye-law 1;
- (g) by inserting the following new meanings of “Bermuda”, “business day”, “Company’s website” and “substantial shareholder” in the existing Bye-law 1 in the appropriate alphabetical sequence:

““Bermuda”            the Islands of Bermuda.

“business day”      any day on which the Designated Stock Exchange is generally open for the business of dealing in securities. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purpose of these Bye-laws be counted as a business day.

“Company’s  
website”            the website of the Company to which any Member may have access, the address or domain name of which has been notified to the Members and as subsequently amended by notice given to the Members in accordance with the provisions of these Bye-laws.

“substantial  
shareholder”        a person who is entitled to exercise, or to control the exercise of, ten per cent. (10%) or more (or such other percentage as may be prescribed by the rules of the Designated Stock Exchange from time to time) of the voting power at any general meeting of the Company.”

#### Bye-law 2

- (a) by deleting the existing Bye-law 2(h) in its entirety and substituting therewith the following:

“(h) a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of the votes cast by such Members as, being entitled so to do, vote in person or, by a duly authorised corporate representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 59;”

- (b) by deleting the existing Bye-law 2(i) in its entirety and substituting therewith the following:

“(i) a resolution shall be an ordinary resolution when it has been passed by a simple majority of the votes cast by such Members as, being entitled so to do, vote in person or, by a duly authorised corporate representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 59;”

Bye-law 3

- (a) by deleting the words “\$0.10” and substituting therewith the words “\$1.00” in the existing Bye-law 3(1);
- (b) by inserting the words “provided that, in respect of any purchase for redemption of redeemable shares, the provisions of Bye-law 9(2) shall be complied with” immediately after the words “subject to such conditions as it thinks fit” in the existing Bye-law 3(2);
- (c) by deleting the existing Bye-law 3(3) in its entirety;
- (d) by inserting a new Bye-law 3A immediately after the existing Bye-law 3 as follows:

“FINANCIAL ASSISTANCE

- 3A. (1) Subject to the Act and the Exchange Listing Rules, the Company may in accordance with an employees’ share scheme provide money on such terms as the Directors think fit for the acquisition of fully or partly paid shares in the Company. For the purposes of this Bye-law, an employees’ share scheme is a scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of bona fide employees or former employees of the Company (including any such bona fide employee or former employee who is or was a Director), the Company’s subsidiary or holding company or a subsidiary of the Company’s holding company, or the wives, husbands, widows, widowers or children or step-children under the age of twenty-one (21) of such employees or former employees (including as aforesaid).
- (2) Subject to compliance with Section 96 of the Act and the Exchange Listing Rules, the Company may make loans to persons (including Directors) employed or formerly employed in good faith by the Company with a view to enabling those persons to acquire fully or partly paid shares in the Company to be held by them by way of beneficial ownership.

- (3) The conditions subject to which money and loans are provided under paragraphs (1) and (2) of this Bye-law may include a provision to the effect that when an employee ceases to be employed by the Company, the Company's subsidiary or holding company or a subsidiary of the Company's holding company, the shares bought with such financial assistance shall or may be sold to the Company on such terms as the Directors think fit.
- (4) Notwithstanding paragraphs (1), (2) and (3) of this Bye-law, the Company may, subject to compliance with Section 96 of the Act and the Exchange Listing Rules, otherwise give financial assistance for the purpose of or in connection with the acquisition by any person of the Company's shares or other securities or derivative securities on the Company's shares in such manner and on such terms and conditions as the Directors shall think fit."

Bye-law 9

- (a) by inserting "(1)" at the beginning of the first sentence of the existing Bye-law 9;
- (b) by inserting "(2)" immediately after the end of the first sentence of the existing Bye-law 9;

Bye-law 10

by inserting the words "for the purpose of Section 47 of the Act," immediately after the words "Subject to the Act and without prejudice to Bye-law 8," in the existing Bye-law 10;

Bye-law 43

- (a) by deleting the existing Bye-law 43(1) in its entirety and substituting therewith the following:
- "43. (1) The Directors shall cause to be kept the principal Register and there shall be entered the particulars required under the Act."
- (b) by deleting the words "register of Members resident in any place" and substituting therewith the words "Register at such location outside Bermuda as the Board thinks fit" in the existing Bye-law 43(2);

Bye-law 44

by deleting the existing Bye-law 44 in its entirety and substituting therewith the following:

- “44. (1) Except when the Register is closed, the principal Register and the branch Register, as the case may be, shall be open to inspection between 10:00 a.m. and 12:00 noon during business hours by members of the public without charge at the Office or such other place at which the Register is kept in accordance with the Act.
- (2) The Register may, after notice has been given by advertisement (a) in respect of the principal Register, in an appointed newspaper (as defined in the Act); and (b) in respect of the branch Register, in newspapers in accordance with the requirements of the Act and any Designated Stock Exchange or if permitted by the Act, by electronic means or other means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.”

Bye-law 45

by deleting the existing Bye-law 45 in its entirety and substituting therewith the following:

- “45. (1) Any resolution declaring a dividend or other distribution on shares of any class, whether a resolution of the Company in general meeting or a resolution of the Directors, may specify that the same shall be payable or made to the persons registered as the holder of such shares at the close of business on a particular date or at a particular time on a particular date, notwithstanding that it may be a date prior to that on which the resolution is passed, and thereupon the dividend or other distribution shall be payable or made to them in accordance with their respective holdings so registered, but without prejudice to the rights inter se in respect of such dividend or other distribution between the transferors and transferees of any such shares. The provision of this Bye-law shall mutatis mutandis apply to bonuses, capitalisation issues, distributions of realised and unrealised capital profits or other distributable reserves or accounts of the Company and offers or grants made by the Company to the Members.

- (2) Notwithstanding any other provision of these Bye-laws, the Company or the Directors may fix any date as the record date for determining the Members entitled to receive notice of and to vote at any general meeting of the Company.”

Bye-law 46

by inserting the words “in any manner permitted by and in accordance with the rules of the Designated Stock Exchange or” immediately after the words “any Member may transfer all or any of his shares” in the existing Bye-law 46;

Bye-law 48

- (a) by inserting the following sentence immediately before the beginning of the first sentence of the existing Bye-law 48(1):

“Subject to these Bye-laws, fully paid shares of the Company shall be free from any restriction with respect to the right of the holder thereof to transfer (except when permitted by the Designated Stock Exchange) and shall also be free from all liens.”

- (b) by deleting the existing Bye-law 48(3) in its entirety and substituting therewith the following:

“(3) The Board in so far as permitted by any applicable law may, in its absolute discretion, at any time and from time to time transfer any share upon the principal Register to any branch Register or any share on any branch Register to the principal Register or any other branch Register. In the event of any such transfer, the Member requesting such transfer shall bear the cost of effecting the transfer unless the Board otherwise determines.”

- (c) by deleting the existing Bye-law 48(4) in its entirety and substituting therewith the following:

“(4) Unless the Board otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board in its absolute discretion may from time to time determine, and which agreement the Board shall, without giving any reason therefor, be entitled in its absolute discretion to give or withhold), no shares upon the principal Register shall be transferred to any branch Register nor shall shares on any branch Register be transferred to the principal Register or any other branch Register and all transfers and other documents of title shall be lodged for registration, and registered, in the case of any shares on a branch Register, at the relevant Registration Office, and, in the case of any shares on the principal Register, at the Office or such other place in Bermuda at which the principal Register is kept in accordance with the Act.”

Bye-law 49

by inserting the word “principal” immediately before the words “Register is kept in accordance with the Act” in the existing Bye-law 49(c);

Bye-law 51

by deleting the existing Bye-law 51 in its entirety and substituting therewith the following:

“51. The registration of transfers of shares or of any class of shares may, after notice has been given in accordance with the requirements of any Designated Stock Exchange or by electronic means or other means in such manner as may be accepted by the Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine.”

Bye-law 55

- (a) by inserting the words “and Bye-law 144” immediately after the words “Without prejudice to the rights of the Company under paragraph (2) of this Bye-law” in the existing Bye-law 55(1);
- (b) by inserting the words “(12)” immediately after the words “For the purpose of the foregoing, the “relevant period” means the period commencing twelve” in the last paragraph of the existing Bye-law 55(2);
- (c) by deleting the word “and” appears immediately after the words “To give effect to any such sale the Board may authorise some person to transfer the said shares” and substituting therewith the words “in any manner permitted by and in accordance with the rules of the Designated Stock Exchange or by” in the existing Bye-law 55(3);

Bye-law 56

by inserting immediately at the end of the existing Bye-law 56 the following new sentence:

“A meeting of the Members or any class thereof may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meeting.”

Bye-law 59

- (a) by deleting the existing Bye-law 59(1) in its entirety and substituting therewith the following:

“59. (1) An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days, any special meeting called for the passing of a special resolution shall be called by Notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days, and any other special general meeting shall be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the Exchange Listing Rules, a general meeting may be called by shorter notice if it is so agreed:

(a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and

(b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.”

- (b) by deleting the word “notices” appear immediately after the words “are not entitled to receive such” and substituting therewith the word “Notices” in the existing Bye-law 59(2);

Bye-law 61

- by deleting the existing Bye-law 61(1) in its entirety and substituting therewith the following:

“61. (1) All business shall be deemed special that is transacted at a special general meeting, and also all business that is transacted at an annual general meeting, with the exception of sanctioning dividends, the reading, considering and adopting of the accounts and balance sheet and the reports of the Directors and Auditor and other documents required to be annexed to the balance sheet, the election of Directors and appointment of Auditor and other officers in the place of those retiring, the fixing of or the delegation of power to the Directors to fix the remuneration of the Auditor, and the voting of or the delegation of power to the Directors to fix remuneration or extra or special remuneration to the Directors.”

Bye-law 63

by deleting the existing Bye-law 63 in its entirety and substituting therewith the following:

“63. The chairman or, in his absence, the deputy chairman (if one is appointed) of the Board shall preside as chairman at every general meeting. If at any meeting the chairman or the deputy chairman (if one is appointed), as the case may be, is not present within fifteen (15) minutes after the time appointed for holding the meeting, or if neither of them (where a deputy chairman is appointed) is willing to act as chairman, the Directors present shall choose one of their number to act, or if only one Director is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or by proxy and entitled to vote shall elect one of their number to be chairman.”

Bye-law 66

(a) by deleting the words “A resolution put to the vote of a meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:” appear immediately after the third paragraph of the existing Bye-law 66 in its entirety and substituting therewith the following:

“Where the Exchange Listing Rules require voting at general meetings to be taken by way of poll, a resolution put to the vote of any general meetings shall be decided by a poll and a demand for such a poll shall be deemed to have been duly made by the chairman of the general meeting for the purposes of the Act or these Bye-laws unless a show of hands is otherwise permitted or required under the Exchange Listing Rules, in which case, the resolution put to the vote of a general meeting may be decided on a show of hands unless (before or on the declaration of the result of a show of hands or on the withdrawal of any other demand for a poll) a poll is otherwise duly demanded:”

(b) by deleting the existing Bye-law 66(b) in its entirety;

(c) by renumbering the existing Bye-laws 66(c), 66(d) and 66(e) as Bye-laws 66(b), 66(c) and 66(d) respectively;

Bye-law 67

by deleting the word “Unless” appear at the beginning of the first sentence of the existing Bye-law 67 and substituting therewith the words “In relation to a resolution voted on at a general meeting that is decided on by a show of hands, unless”;

Bye-law 68

by deleting the existing Bye-law 68 in its entirety and substituting therewith the following:

“68. If a poll is duly demanded or deemed to have been duly demanded, the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded or deemed to have been duly demanded. There shall be no requirement for the chairman to disclose the voting figures on a poll unless such disclosure is otherwise required to be made under the Exchange Listing Rules.”

Bye-law 69

by deleting the existing Bye-law 69 in its entirety and substituting therewith the following:

“69. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded or deemed to have been demanded on any other question shall be taken in such manner (including the use of ballot or voting papers or tickets) and in respect of any question put to the vote of any general meetings that is required under the Exchange Listing Rules to be decided by a poll, taken forthwith, and in respect of any other question, taken either forthwith or at such time (being not later than thirty (30) days after the date of the demand) and place as the chairman directs. It shall not be necessary (unless the chairman otherwise directs) for notice to be given of a poll not taken immediately.”

Bye-law 73

by deleting the existing Bye-law 73 in its entirety and substituting therewith the following:

“73. In the case of an equality of votes in respect of a resolution put to the vote of a general meeting, whether on a show of hands or on a poll, the chairman of such meeting shall, unless he is required to abstain from voting on that resolution or restricted to voting only for or against that resolution under these Bye-laws or the Exchange Listing Rules or both of them, be entitled to a second or casting vote in addition to any other vote he may have.”

Bye-law 84

- (a) by inserting the words “, if more than one person is so authorised,” immediately before the words “the authorisation shall specify the number and class of shares” appear in the first sentence of the existing Bye-law 84(2);
- (b) by inserting the words “, where a show of hands is permitted or otherwise required,” immediately before the words “the right to vote individually on a show of hands” appear in the second sentence of the existing Bye-law 84(2);

Bye-law 85

by deleting the words “154(3)” and substituting therewith the words “156(5)” in the existing Bye-law 85(2);

Bye-law 86

- (a) by inserting the words “not less than” immediately before the words “fourteen (14) days” in the existing Bye-law 86(4);
- (b) by deleting the words “appointment of Directors or until their successors are elected or appointed or, in the absence of such election or appointment such general meeting may authorise the Board to fill any vacancy in the number left unfilled.” in the existing Bye-law 86(5) and substituting therewith the following:

“annual general meeting of the Company and shall be eligible for re-election, but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.”

- (c) by inserting the following new Bye-law 86(7) immediately after the existing Bye-law 86(6):

“(7) The Board shall appoint a Director to be chairman, and may appoint a Director to be deputy chairman, and shall have power to determine the period for which the chairman or, as the case may be, the deputy chairman is to hold office. The chairman or, in his absence, the deputy chairman (if one is appointed) shall preside at meetings of the Board, but if at any meeting the chairman or the deputy chairman, as the case may be, is not present within five (5) minutes after the time appointed for holding the meeting, the Directors present shall choose one of their number to be chairman of such meeting.”

Bye-law 87

- (a) by deleting the words “the Bye-laws” and substituting therewith the words “these Bye-laws” in the existing Bye-law 87(1);
- (b) by deleting the word “directors” appears in the second sentence of the existing Bye-law 87(2) and substituting therewith the word “Directors”;

Bye-law 88

by deleting the words “are given” appear immediately after the words “during which such Notice(s)” and substituting therewith the word “may be given” in the existing Bye-law 88;

Bye-law 91

by deleting the word “director” appears immediately after the words “Notwithstanding Bye-laws 96, 97, 98 and 99, an executive” and replacing therewith the word “Director” in the existing Bye-law 91;

Bye-law 92

by deleting the third sentence of the existing Bye-law 92 in its entirety and substituting therewith the following:

“An alternate Director may be removed at any time by the person or body which appointed him and, subject thereto, the office of alternate Director shall continue until the happening of any event which, if he were a Director, would cause him to vacate such office or if his appointor ceases for any reason to be a Director.”

Bye-law 100

by deleting the words “any Director may vote” appear in the last sentence of the existing Bye-law 100(c) and substituting therewith the words “any Director, subject as otherwise provided by Bye-law 103(3), may vote” in the existing Bye-law 100(c);

Bye-law 103

- (a) by deleting each of the existing Bye-laws 103(1)(f), 103(2) and 103(3) in its entirety;
- (b) by deleting the word “this” appear in the first sentence of the existing Bye-law 103(4) and substituting therewith the word “his” in the existing Bye-law 103(4);

- (c) by renaming the existing Bye-laws 103(1)(g), 103(1)(h), 103(1)(i) and 103(4) as revised by this Special Resolution No. IV as Bye-laws 103(1)(f), 103(1)(g), 103(1)(h) and 103(2) respectively;
- (d) by inserting a new Bye-law 103(3) immediately after the renumbered Bye-law 103(2) as follows:

“(3) A Director and any of his associates who is also a Director or a member of a committee of the Board, as the case may be, shall not vote or be counted in the quorum on any resolution of the Board or committee of the Board concerning his own appointment or the appointment of his associates as the holder of any office or place of profit with the Company or any company in which the Company is interested (including fixing or varying the remuneration or other terms of his appointment or its termination). Where proposals are under consideration concerning the appointment of two or more Directors or their respective associates to offices or places of profit with the Company or any company in which the Company is interested (including fixing or varying the remuneration or other terms of appointment or its termination), such proposals may be divided and a separate resolution considered in relation to each Director and where applicable, his associate. In such case each of the Directors concerned and where applicable, his associate concerned (if not otherwise debarred from voting under these Bye-laws) shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment or the appointment of his associates.”

#### Bye-law 115

by deleting the words “president or chairman, as the case may be,” appear in the second sentence of the existing Bye-law 115 and substituting therewith the word “chairman” in the existing Bye-law 115;

#### Bye-law 118

by deleting the existing Bye-law 118 in its entirety and replacing therewith the words “118. [intentionally deleted]”;

#### Bye-law 122

- (a) by deleting the word “A” at the beginning of the first sentence of the existing Bye-law 122 and substituting therewith the words “Subject to Bye-law 122(2), a” and renumbering the existing Bye-law 122 as so revised as Bye-law 122(1);

- (b) by inserting a new Bye-law 122(2) immediately after the renumbered Bye-law 122(1) as follows:

“(2) If a substantial shareholder of the Company or a Director has a conflict of interest or potential conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter shall not be dealt with by way of a resolution in writing of the Board and must be dealt with by a meeting of the Board. If any question arises as to the materiality of a conflict of interest or potential conflict of interest of a substantial shareholder or a Director (other than the chairman) for the purposes of this Bye-law, such question shall be referred to the chairman. The chairman’s ruling in relation to the substantial shareholder concerned or, as the case may be, the Director concerned shall be final and conclusive. If any question arises as to the materiality of a conflict of interest or potential conflict of interest of the chairman for the purposes of this Bye-law, such question shall be decided by a resolution of the Directors (excluding the chairman), whose majority vote shall be final and conclusive.”

Bye-law 127

- (a) by deleting the words “a president and vice-president or chairman and deputy chairman,” in the existing Bye-law 127(1);
- (b) by replacing the words “a president and a vice-president or a chairman and a deputy chairman; and if more than one (1) Director is proposed for either of these offices” with the words “a chairman; and if more than one (1) Director is proposed for the office” in the existing Bye-law 127(2);

Bye-law 129

by deleting the existing Bye-law 129 in its entirety and replacing therewith the words “129. [intentionally deleted]”;

Bye-law 132

by replacing the words “on every business day” in the existing Bye-law 132(3) with the words “during business hours”;

Bye-law 136

- (a) by replacing the words “seven (7)” in the existing Bye-law 136(1)(c) with the words “six (6)”;
- (b) by replacing the words “seven (7)” in the existing Bye-law 136(1)(d) with the words “six (6)”;

- (c) by replacing the words “seven (7)” in the existing Bye-law 136(1)(e) with the words “six (6)”;

Bye-law 138

by deleting the existing Bye-law 138 in its entirety and substituting therewith the following:

“138. Unless otherwise provided in the Act, no dividend shall be paid and no distribution shall be made out of the contributed surplus if to do so would render the Company unable to pay its liabilities as they become due or the realisable value of its assets would thereby become less than its liabilities.”

Bye-law 146

by inserting the following words immediately after the words “be unlawful or impracticable” in the existing Bye-law 146(4):

“or the legality or practicability of which may be time consuming or expensive to ascertain whether in absolute terms or in relation to the value of the holding of shares of the Members concerned”

Bye-law 147

- (a) by inserting the following words immediately before the words “for any purpose to which the profits of the Company may be properly applied” in the first sentence of the existing Bye-law 147:

“for meeting claims on or liabilities of the Company or contingencies or for paying off any loan capital or for equalising dividends or”

- (b) by inserting the following words immediately before the words “as the Board may from time to time think fit” in the first sentence of the existing Bye-law 147:

“(including in the repurchase by the Company of its own securities or the giving of any financial assistance for the acquisition of its own shares or other securities)”

Bye-law 148

by deleting the words “and subject to Section 40 of the Act” in the first sentence of the existing Bye-law 148;

Bye-law 155

by deleting the words “computer network” appear immediately after the words “a summary financial report complying with Bye-law 154, on the Company’s” and substituting therewith the word “website” in the existing Bye-law 155;

Bye-law 156

by deleting the existing Bye-law 156 in its entirety and substituting therewith the following:

- “156. (1) Subject to Section 88 of the Act, the Company shall at each annual general meeting appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Directors, but if an appointment is not made, the Auditor in office shall continue in office until a successor is appointed.
- (2) Subject to the Act, no person other than the retiring Auditor, shall be appointed as Auditor at an annual general meeting unless:
- (a) notice in writing of an intention to nominate that person to the office of Auditor has been given to the Company not less than twenty-one (21) days before the annual general meeting; and
  - (b) the Company shall send a copy of any such notice of intention to the retiring Auditor, and shall give notice thereof to the Members not less than seven (7) days before the annual general meeting provided that the requirement for sending a copy of such notice of intention to the retiring Auditor may be waived by notice in writing by the retiring Auditor to the Secretary.
- (3) None of the following person shall be appointed as Auditor:
- (a) a Director, officer or employee of the Company; or
  - (b) a Director, officer or employee of any of the Company’s subsidiaries; or
  - (c) a Director, officer or employee of the holding company of the Company; or

- (d) a Director, officer or employee of any of the subsidiaries of the holding company of the Company; or
  - (e) a Director, officer or employee of any company which is controlled by a person (or persons), who also controls (or control) the Company (and “control” has the same meaning as that defined in Section 86(4) of the Act); or
  - (f) a partner, employer or employee of any of the above persons.
- (4) The Directors may fill any casual vacancy in the office of Auditor, but while any such vacancy continues the surviving or continuing Auditor or Auditors (if any) may act.
- (5) The Members may, at any general meeting convened and held in accordance with these Bye-laws, remove the Auditor by special resolution at any time before the expiration of its term of office and shall, by ordinary resolution, at that meeting appoint another Auditor in its place for the remainder of its term provided that subject to the Act, not less than twenty-one (21) days before the date of the general meeting, notice in writing of the proposed resolution is given to the incumbent Auditor and to the auditor proposed to be appointed.
- (6) The remuneration of the Auditor shall be fixed by or on the authority of the Company in the annual general meeting except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Directors and the remuneration of any Auditor appointed to fill any casual vacancy may be fixed by the Directors.
- (7) Subject to the provisions of the Act, all acts done by any person acting as Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in its appointment or that the Auditor was at the time of its appointment not qualified for appointment or subsequently became disqualified.”

Bye-law 158

by deleting the existing Bye-law 158 in its entirety and replacing therewith the words “158. [intentionally deleted]”;

Bye-law 159

by deleting the existing Bye-law 159 in its entirety and replacing therewith the words “159. [intentionally deleted]”;

Bye-law 162

by inserting at the end of the existing Bye-law 162 the following new sentence:

“Notwithstanding the foregoing, the Company may deem consent on the part of a Member to a corporate communication being made available to him on the Company’s website if such deemed consent is permitted by the rules of the Designated Stock Exchange and the Company complies with any procedure that the Designated Stock Exchange may require.”

Bye-law 165

by inserting at the end of the existing Bye-law 165 the following new sentence:

“The signature to any notice or document to be given by the Company may be written, printed or made electronically.”

Bye-law 168

by inserting the following new Bye-law 168(3) immediately after the existing Bye-law 168(2):

“(3) The Directors may purchase and maintain insurance at the expense of the Company for the benefit of any person who is or was at any time a Director or other officer or employee of the Company against any liability which may attach to him, or loss or expenditure which he may incur, in relation to anything done or alleged to have been done or omitted to be done as a Director, officer or employee of the Company, or of any subsidiaries or associated companies of the Company, or of any company in which the Company has an interest, whether direct or indirect, or who is or was at any time a trustee of any pension fund or employee benefits trust in which any employee of the Company or of any such other company or subsidiary is or has been interested. The Directors may authorise directors of subsidiaries of the Company to purchase and maintain insurance at the expense of the Company for the benefit of any present or former director, other officer or employee of such company in respect of such liability, loss or expenditure.””

- V. “**THAT** subject to the passing of Special Resolution No. IV as set out above, the bye-laws of the Company contained in the printed document marked “A”, a copy of which has been produced to the meeting and signed by the Chairman of the meeting for identification purpose, which consolidates all of the proposed amendments referred to in Special Resolution No. IV above, be and are approved and adopted as the new bye-laws of the Company in substitution for and to the exclusion of the existing bye-laws of the Company with immediate effect from the conclusion of this meeting.”

By order of the board of  
**NWS HOLDINGS LIMITED**  
**Chow Tak Wing**  
*Company Secretary*

Hong Kong, 17 October 2013

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the instrument appointing a proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Standard Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the appointed time for holding of the meeting or at any adjournment thereof.
3. The register of members of the Company will be closed from 14 November 2013 to 18 November 2013, both days inclusive, during which period no transfer of shares will be registered. In order for the shareholders to be eligible to attend at the meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Standard Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:30 p.m. on 13 November 2013.

The register of members of the Company will also be closed on 22 November 2013 and no transfer of shares will be registered on that day. In order to qualify for the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Standard Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:30 p.m. on 21 November 2013.

4. As at the date of this notice, (a) the executive directors of the Company are Dr. Cheng Kar Shun, Henry, Mr. Tsang Yam Pui, Mr. Lam Wai Hon, Patrick, Mr. Cheung Chin Cheung, Mr. William Junior Guilherme Doo and Mr. Cheng Chi Ming, Brian; (b) the non-executive directors of the Company are 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, Dr. Cheng Wai Chee, Christopher, The Honourable Shek Lai Him, Abraham, Mr. Wilfried Ernst Kaffenberger (alternate director to Mr. Wilfried Ernst Kaffenberger: Mr. Yeung Kun Wah, David) and Mr. Lee Yiu Kwong, Alan.