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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of NWS Holdings Limited (the “**Company**”) will be held at Meeting Room N101 (Expo Drive Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Thursday, 22 May 2014 at 10:30 a.m. for the purpose of considering and, if thought fit, with or without amendments, passing each of the following resolutions as an ordinary resolution:

ORDINARY RESOLUTIONS

1. “**THAT** the Revised Annual Cap for the financial year ending 30 June 2014 in respect of the provision of Operational Services by members of the Group to members of the NWD Group under the Existing NWD Master Services Agreement (a copy of which has been produced to the meeting marked “A” and initialled by the chairman of the meeting for identification purpose) be and is hereby approved, ratified and/or confirmed and the Directors acting together or by committee, or any Director acting individually, be and is/are hereby authorized to take all steps necessary on behalf of the Company whatever he or they may, in his/their absolute discretion, consider necessary, desirable or expedient for the purpose of, or in connection with, the implementing and/or giving effect to the above matter (terms defined in the circular of the Company dated 5 May 2014 have the same meanings when used in this resolution)”.
2. “**THAT** the New CTF Enterprises Master Services Agreement dated 11 April 2014 entered into between CTF Enterprises and the Company (a copy of which has been produced to the meeting marked “B” and initialled by the chairman of the meeting for identification purpose), pursuant to which the Company and CTF Enterprises each agrees to procure that members of the Group or the CTF Enterprises Group (to the extent practicable) engage relevant members of the CTF Enterprises Group or the Group to provide certain operational services as more particularly

set out in the “Letter from the Board” in the circular of the Company dated 5 May 2014 (the “**Circular**”) to relevant members of the Group or the CTF Enterprises Group, and THAT, the proposed annual caps in respect of the continuing connected transactions contemplated under the New CTF Enterprises Master Services Agreement for each of the three financial years ending 30 June 2017 as more particularly set out in the “Letter from the Board” in the Circular be and are hereby approved, ratified and/or confirmed, and the Directors acting together or by committee, or any Director acting individually, be and is/are hereby authorized to take all steps necessary on behalf of the Company whatever he or they may, in his/their absolute discretion, consider necessary, desirable or expedient for the purpose of, or in connection with, the implementing and/or giving effect to the above matter (terms defined in the Circular have the same meanings when used in this resolution)”.

3. “**THAT** the New NWD Master Services Agreement dated 11 April 2014 entered into between NWD and the Company (a copy of which has been produced to the meeting marked “C” and initialled by the chairman of the meeting for identification purpose), pursuant to which the Company and NWD each agrees to procure that members of the Group or the NWD Group (to the extent practicable) engage relevant members of the NWD Group or the Group to provide certain operational services as more particularly set out in the “Letter from the Board” in the circular of the Company dated 5 May 2014 (the “**Circular**”) to relevant members of the Group or the NWD Group, and THAT, the proposed annual caps in respect of the continuing connected transactions contemplated under the New NWD Master Services Agreement for each of the three financial years ending 30 June 2017 as more particularly set out in the “Letter from the Board” in the Circular be and are hereby approved, ratified and/or confirmed, and the Directors acting together or by committee, or any Director acting individually, be and is/are hereby authorized to take all steps necessary on behalf of the Company whatever he or they may, in his/their absolute discretion, consider necessary, desirable or expedient for the purpose of, or in connection with, the implementing and/or giving effect to the above matter (terms defined in the Circular have the same meanings when used in this resolution)”.
4. “**THAT** the New DOO Master Services Agreement dated 11 April 2014 entered into between Mr. Doo and the Company (a copy of which has been produced to the meeting marked “D” and initialled by the chairman of the meeting for identification purpose), pursuant to which the Company and Mr. Doo each agrees to procure that members of the Group or the Services Group (to the extent practicable) engage relevant members of the Services Group or the Group to provide certain operational services as more particularly set out in the “Letter from the Board” in the circular of the Company dated 5 May 2014 (the “**Circular**”) to relevant members of the Group or the Services Group, and THAT, the proposed annual caps in respect of the continuing connected transactions contemplated under the New DOO Master Services Agreement for each of the three financial years ending 30 June 2017 as more particularly set out in the “Letter from the Board” in the Circular be and are hereby approved, ratified and/or confirmed, and the Directors acting together or by committee, or any Director acting

individually, be and is/are hereby authorized to take all steps necessary on behalf of the Company whatever he or they may, in his/their absolute discretion, consider necessary, desirable or expedient for the purpose of, or in connection with, the implementing and/or giving effect to the above matter (terms defined in the Circular have the same meanings when used in this resolution)”.

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

Hong Kong, 5 May 2014

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 Level 22, Hopewell Centre, 183 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 (as the case may be).
3. Completion and return of the form of proxy will not preclude you from attending and voting at the Meeting or any adjournment thereof.
4. Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint registered holders are present at the Meeting personally or by proxy, then one of the registered holders so present whose name stands first on the Company's register of members in respect of such share will alone be entitled to vote in respect thereof.
5. Voting on the above resolutions will be taken by poll.
6. 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.

* *For identification purposes only*