

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



**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 N201 (Expo Drive Entrance), Level 2, Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Thursday, 18 June 2020 at 11:30 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 New NWD Master Services Agreement dated 24 April 2020 entered into between NWD and the Company (a copy of which has been produced to the meeting marked “A” and initialled by the Chairman of the meeting for identification purpose), pursuant to which the Company and NWD each agrees to, and 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 1 June 2020 (the “**Circular**”) to relevant members of the Group or the NWD Group, the transactions contemplated under the New NWD Master Services Agreement, and the proposed annual caps in respect of the transactions contemplated under the New NWD Master Services Agreement for each of the three financial years ending 30 June 2023 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 execute all agreements and documents and to take all steps for and on behalf of the Company whatever he or she or they may, in his/her/their absolute discretion, consider necessary, desirable or expedient for the purpose of, or in connection with, implementing and/or giving effect to the above matter (terms defined in the Circular have the same meanings when used in this resolution).”

\* *For identification purposes only*

2. “**THAT** the New DOO Master Services Agreement dated 24 April 2020 entered into between Mr. Doo 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 Mr. Doo each agrees to, and 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 to relevant members of the Group or the Services Group, the transactions contemplated under the New DOO Master Services Agreement, and the proposed annual caps in respect of the transactions contemplated under the New DOO Master Services Agreement for each of the three financial years ending 30 June 2023 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 execute all agreements and documents and to take all steps for and on behalf of the Company whatever he or she or they may, in his/her/their absolute discretion, consider necessary, desirable or expedient for the purpose of, or in connection with, 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**  
*Executive Director and Company Secretary*

Hong Kong, 1 June 2020

*Notes:*

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or (if he is a holder of two or more shares) 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 branch share registrar of the Company in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting (or any adjournment thereof) (as the case may be).
3. A proxy form for use at the Meeting is enclosed. Completion and return of the proxy form 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, that one of the registered holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

5. In order to determine the entitlement of the members of the Company to attend and vote at the Meeting, the register of members of the Company will be closed from Monday, 15 June 2020 to Thursday, 18 June 2020 (both days inclusive) during which period no transfer of shares of the Company will be registered. All properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the branch share registrar of the Company in Hong Kong, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Friday, 12 June 2020.
6. Voting on the above resolutions will be taken by poll.
7. If a tropical cyclone warning signal number 8 or above is in force in Hong Kong at any time between 7:30 a.m. to 11:30 a.m. on the date of the Meeting, the Meeting will be automatically postponed to a later date and/or time as determined by the Company. The Company will publish an announcement on its corporate website ([www.nws.com.hk](http://www.nws.com.hk)) and the HKEXnews' website ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify members of the Company of the date, time and location of the rescheduled meeting.
8. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
9. As at the date of this notice, (a) the executive directors of the Company are Dr. Cheng Kar Shun, Henry, Mr. Ma Siu Cheung, Dr. Cheng Chi Kong, Adrian, Mr. Cheung Chin Cheung, Mr. Cheng Chi Ming, Brian, Mr. Ho Gilbert Chi Hang and Mr. Chow Tak Wing; (b) the non-executive directors of the Company are Mr. To Hin Tsun, Gerald, Mr. Dominic Lai, Mr. Tsang Yam Pui, Mr. Lam Wai Hon, Patrick and Mr. William Junior Guilherme Doo; and (c) the independent non-executive directors of the Company are Mr. Kwong Che Keung, Gordon, Dr. Cheng Wai Chee, Christopher, The Honourable Shek Lai Him, Abraham, Mr. Lee Yiu Kwong, Alan, Mrs. Oei Fung Wai Chi, Grace and Mr. Wong Kwai Huen, Albert.