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CELESTIAL DYNASTY LIMITED

(incorporated in the British Virgin Islands with limited liability)

(the “**Issuer**”)



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)

(the “**Guarantor**”, together with the Issuer, the “**Offerors**”)

Tender offer to purchase for cash the U.S.\$650,000,000 4.25 per cent. Guaranteed Senior Notes due 2029 (ISIN: XS2009282539; Common Code: 200928253) issued by the Issuer and unconditionally and irrevocably guaranteed by the Guarantor (stock code: 5594) (“Notes”)

RESULTS OF THE TENDER OFFER

Reference is made to the announcement of the Guarantor dated 12 April 2021 (the “**Announcement**”) in respect of the Tender Offer. Capitalized terms used but not defined herein shall have the meanings given to them in the Announcement and the Tender Offer Memorandum.

The Tender Offer expired at 4:00 p.m. London time on 21 April 2021. The Board accordingly announces that:

- (a) the Offerors have accepted for purchase U.S.\$14,050,000 in aggregate principal amount of the Notes (the “**Final Acceptance Amount**”) representing 2.16 per cent. of the outstanding principal amount of the Notes;
- (b) no Scaling Factor will be applied to the Notes that have been validly tendered (and which tender was not validly revoked in the limited circumstances in which revocation is permitted) pursuant to the Tender Offer;
- (c) the Settlement Date of the Tender Offer is expected to be on or about 23 April 2021, when payment of the Tender Consideration by the Offerors will be made, all validly tendered Notes accepted for purchase by the Offerors will be cancelled; and
- (d) following the settlement of the Tender Offer, U.S.\$635,950,000 in aggregate principal amount of the Notes will remain outstanding.

Further Details

The terms of the Tender Offer are more fully described in the Tender Offer Memorandum. For additional information regarding the conditions of the Tender Offer, please refer to the Tender Offer Memorandum.

The Offerors have appointed UBS AG Hong Kong Branch as the Dealer Manager and Morrow Sodali Ltd. as the Information and Tender Agent with respect to the Tender Offer.

Copies of the Tender Offer Memorandum and its related documents may be found on the Tender Offer Website or may be requested from the Information and Tender Agent at:

Phone (London): +44 208 089 3287
Phone (Hong Kong): +852 2319 4130
Email: nwsholdings@investor.morrowsodali.com
Tender Offer Website: <https://bonds.morrowsodali.com/nwsholdings>

Any questions or requests for assistance concerning the Tender Offer may be directed to the Dealer Manager at:

UBS AG Hong Kong Branch

52/F, Two International Finance Centre
8 Finance Street
Central, Hong Kong

Attention: Alvin Yeo/Victor Wong
Email: alvin.yeo@ubs.com; victor-c.wong@ubs.com

By Order of the Board
Dr. Cheng Kar Shun, Henry
Chairman

Hong Kong, 22 April 2021

As at the date of this announcement, the directors of the Issuer are Mr. Ma Siu Cheung, Mr. Cheung Chin Cheung, Mr. Ho Gilbert Chi Hang and Mr. Chow Tak Wing.

As at the date of this announcement, (a) the executive directors of the Guarantor 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, Mr. Chow Tak Wing and Mr. Cheng Chi Leong, Christopher; (b) the non-executive directors of the Guarantor are Mr. To Hin Tsun, Gerald, Mr. Dominic Lai and Mr. William Junior Guilherme Doo (alternate director to Mr. William Junior Guilherme Doo: Mr. Lam Wai Hon, Patrick); and (c) the independent non-executive directors of the Guarantor 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.

* *For identification purposes only*