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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)*

## **CONNECTED TRANSACTION**

### **SUBSCRIPTION FOR SENIOR UNSUBORDINATED AND UNSECURED HKD NOTES TO BE ISSUED BY NWD (MTN) LIMITED**

The Board is pleased to announce that on 21 June 2021 (after trading hours), FTLife Insurance (an indirect wholly-owned subsidiary of the Company) agreed to subscribe for the Notes. The Notes will be issued on 30 June 2021 upon satisfaction of the conditions to issue (that are customary for this kind of transactions among which include the admission for listing and trading of the Notes on the Stock Exchange) and other terms under the MTN Programme.

As at the date of this announcement, NWD together with its subsidiaries hold approximately 60.86% of the total issued share capital of the Company. Therefore, NWD (MTN) (being an associate of NWD) is a connected person of the Company and accordingly, the Subscription constitutes financial assistance provided by the Group to NWD Group and hence a connected transaction of the Company under Chapter 14A of the Listing Rules.

As all the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the provision of financial assistance exceed 0.1% but are below 5%, the Subscription is subject to the reporting and announcement requirements but exempts from the independent shareholders' approval requirement for the Company under Chapter 14A of the Listing Rules.

**As completion of the Subscription is subject to the satisfaction of certain conditions, the Subscription may or may not proceed. Shareholders of the Company and potential investors should therefore exercise caution when dealing in the securities of the Company.**

## **SUBSCRIPTION FOR SENIOR UNSUBORDINATED AND UNSECURED HKD NOTES**

The Board is pleased to announce that on 21 June 2021 (after trading hours), FTLife Insurance (an indirect wholly-owned subsidiary of the Company) agreed to subscribe for the Notes. The principal terms of the Notes comprise the following:

Issuer:	NWD (MTN)
Guarantor:	NWD, which will guarantee the due and punctual performance by NWD (MTN) of its obligations under the Notes
Lead manager:	The Hongkong and Shanghai Banking Corporation Limited
Product type:	HKD fixed rate notes
Payment rank:	Senior unsubordinated and unsecured
Principal amount:	HK\$1,000,000,000
Trade date:	21 June 2021
Issue date:	30 June 2021
Maturity date:	30 June 2051
First interest payment date:	30 December 2021
Issue price:	100% of the nominal amount
Coupon:	4.79% per annum, with interest payment semi-annually in arrears until the maturity date
Redemption at maturity:	100% of the nominal amount
Listing status:	To be listed on the Stock Exchange

The Notes will be issued on 30 June 2021 upon satisfaction of the conditions to issue (that are customary for this kind of transactions among which include the admission for listing and trading of the Notes on the Stock Exchange) and other terms under the MTN Programme.

## REASONS FOR THE SUBSCRIPTION

Under FTLife Insurance's asset-liability management framework where its long-term Hong Kong dollar denominated fixed-rate liabilities are matched with long-term Hong Kong dollar denominated fixed-rate assets, FTLife Insurance subscribed for the Notes which have a long maturity of 30 years, from the lead manager, for a principal amount of HK\$1,000,000,000, for the purpose of matching the duration of its investment assets with the duration of its insurance contract liabilities. In making this investment decision, FTLife Insurance has duly put into consideration various factors including liquidity, currency, duration matching, bond market condition and the scarcity of Hong Kong dollar long-term bonds in market, etc. It is also expected that FTLife Insurance's solvency position would be improved after this long-term bond investment due to the better asset and liability matching and that the sensitivity under the interest rate down stress would also be reduced.

## LISTING RULES IMPLICATIONS

As at the date of this announcement, NWD together with its subsidiaries hold approximately 60.86% of the total issued share capital of the Company. Therefore, NWD (MTN) (being an associate of NWD) is a connected person of the Company and accordingly, the Subscription constitutes financial assistance provided by the Group to NWD Group and hence a connected transaction of the Company under Chapter 14A of the Listing Rules.

As all the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the provision of financial assistance exceed 0.1% but are below 5%, the Subscription is subject to the reporting and announcement requirements but exempts from the independent shareholders' approval requirement for the Company under Chapter 14A of the Listing Rules.

Each of Dr. Cheng Kar Shun, Henry ("**Dr. Henry Cheng**") and Dr. Cheng Chi Kong, Adrian ("**Dr. Adrian Cheng**"), both being a director of the Company, is also a director of NWD and NWD (MTN). Accordingly, Dr. Adrian Cheng, Mr. Cheng Chi Ming, Brian and Mr. Cheng Chi Leong, Christopher (both of whom are directors of the Company, and the sons of Dr. Henry Cheng and the brothers of Dr. Adrian Cheng) and Mr. William Junior Guilherme Doo (a director of the Company, and the nephew of Dr. Henry Cheng and the cousin of Dr. Adrian Cheng) abstained from voting on the resolutions approving the Subscription at the relevant Board meeting of the Company. Moreover, Dr. Henry Cheng was not present at the relevant Board meeting and therefore did not vote on the resolution approving the Subscription. Save as disclosed, no other director of the Company is regarded as having a material interest in the Subscription and hence no other director of the Company is required under the Listing Rules to abstain from voting on the resolutions approving the Subscription at the meeting of the Board.

The directors (including the independent non-executive directors) of the Company are of the view that the terms of the Subscription are on normal commercial terms, fair and reasonable and in the interests of the Company and its shareholders as a whole.

**As completion of the Subscription is subject to the satisfaction of certain conditions, the Subscription may or may not proceed. Shareholders of the Company and potential investors should therefore exercise caution when dealing in the securities of the Company.**

## **INFORMATION ON NWD (MTN), NWD GROUP, FT LIFE INSURANCE AND THE GROUP**

NWD (MTN) is a company incorporated in the British Virgin Islands with limited liability and engaged in the business of bonds issuing. It is a direct wholly-owned subsidiary of NWD.

NWD is a company incorporated in Hong Kong with limited liability whose shares are listed on the main board of the Stock Exchange. NWD Group (including the Group) is principally engaged in property development, property investment and investment in and/or operation of roads, commercial aircraft leasing, construction, insurance, hotels and other strategic businesses. As at the date of this announcement, NWD together with its subsidiaries hold approximately 60.86% of the total issued share capital of the Company.

FTLife Insurance is a company incorporated in Bermuda with limited liability and is an indirect wholly-owned subsidiary of the Company and an indirect non-wholly owned subsidiary of NWD. It is a life insurance company operating in Hong Kong, providing a broad range of protection and savings-related life and medical insurance products, serving both individual and institutional clients via tied agents and brokers.

The Company is a company incorporated in Bermuda with limited liability whose shares are listed on the main board of the Stock Exchange. The Group is principally engaged in (i) the development of, investment in and/or operation of roads, commercial aircraft leasing, construction and insurance; and (ii) the investment in and/or operation of environmental, logistics and facilities management projects.

## **DEFINITIONS**

The following terms have the following meanings in this announcement, unless the context otherwise requires:

“associate”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of directors of the Company
“Company”	NWS Holdings Limited (新創建集團有限公司*), a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the main board of the Stock Exchange (stock code: 659)

“connected person”	has the meaning ascribed thereto in the Listing Rules
“FTLife Insurance”	FTLife Insurance Company Limited (富通保險有限公司), a company incorporated in Bermuda with limited liability and an indirect wholly-owned subsidiary of the Company
“Group”	the Company and its subsidiaries
“HK\$” or “HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“MTN Programme”	the US\$6,000,000,000 medium term note programme established by NWD (MTN) on 8 February 2021
“Notes”	senior unsubordinated and unsecured notes in the principal amount of HK\$1,000,000,000 to be issued by NWD (MTN) under the MTN Programme pursuant to the pricing supplement dated 21 June 2021
“NWD”	New World Development Company Limited (新世界發展有限公司), a company incorporated in Hong Kong with limited liability, the issued shares of which are listed on the main board of the Stock Exchange (stock code: 0017)
“NWD Group”	NWD and its subsidiaries
“NWD (MTN)”	NWD (MTN) Limited, a company incorporated in the British Virgin Islands with limited liability and a direct wholly-owned subsidiary of NWD
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	the subscription by FTLife Insurance for the Notes in the principal amount of HK\$1,000,000,000 to be issued by NWD (MTN) under its MTN Programme, with the support of a pricing supplement dated 21 June 2021 that is executed by NWD (MTN) (as issuer) and NWD (as guarantor)

“US\$” United States dollars, the lawful currency of the United States of America

“%” per cent.

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

Hong Kong, 21 June 2021

*As at the date of this announcement, (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, Mr. Chow Tak Wing and Mr. Cheng Chi Leong, Christopher; (b) the non-executive directors of the Company 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 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.*

\* *For identification purposes only*