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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)**

## **PROPOSED ADOPTION OF NEW SHARE OPTION SCHEME**

The board of directors (the “**Board**”) of NWS Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) proposes to adopt a new share option scheme (the “**New Share Option Scheme**”) in accordance with Chapter 17 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), as the share option scheme adopted by the Company on 21 November 2011 will expire on 21 November 2021.

The effectiveness of the New Share Option Scheme is subject to, among other things, (i) the approval of the shareholders of the Company (the “**Shareholders**”); (ii) the approval of shareholders of New World Development Company Limited, the Company’s holding company whose shares are listed on the Main Board of the Stock Exchange (stock code: 17); and (iii) the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, the shares of the Company (the “**Share(s)**”) which may fall to be allotted and issued by the Company pursuant to the exercise of the share options in accordance with the terms and conditions of the New Share Option Scheme. The Company will present the New Share Option Scheme to the Shareholders for approval at the forthcoming annual general meeting to be held by the Company on 22 November 2021 (the “**AGM**”).

Application will be made to the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares which may fall to be allotted and issued pursuant to the exercise of any option that may be granted under the New Share Option Scheme.

The purpose of the New Share Option Scheme is to provide incentives or rewards to certain eligible participants (the “**Eligible Participant(s)**”) to subscribe for the Shares for their past service or performance, providing incentive, motivation or reward for optimizing their performance or making contribution to the Group or the Group’s invested entities, attracting and retaining persons of right calibre with the necessary experience to work for or make contribution to the Group and fostering a sense of corporate identity. It is proposed that the principal terms of the New Share Option Scheme will include the following:

#### **MAXIMUM NUMBER OF SHARES AVAILABLE FOR EXERCISE**

The maximum number of shares which may be issued upon exercise of all options to be granted under the New Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 10% of the ordinary share capital of the Company in issue as at the date of adoption of the New Share Option Scheme. The Company may seek approval of the Shareholders in general meeting (and other requisite approval(s)) for refreshing the 10% limit under the New Share Option Scheme and any other share option schemes of the Company, provided the total number of Shares which may be issued upon exercise of all options to be granted under the New Share Option Scheme and any other share option schemes under the limit as refreshed must not exceed 10% of the ordinary share capital of the Company in issue as at the date of approval of the refreshed limit.

The Company may seek separate approval by the Shareholders in a general meeting (and other requisite approval(s)) for granting options under the New Share Option Scheme beyond such limit, provided the options in excess of such limit are granted only to Eligible Participants specifically identified by the Company before such approval is sought. The limit on the number of Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the Shares in issue from time to time.

#### **MAXIMUM ENTITLEMENT OF EACH ELIGIBLE PARTICIPANT**

Unless approved by the Shareholders (and other requisite approval(s) are obtained), the total number of Shares issued and to be issued upon the exercise of the options granted to each Eligible Participant (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the ordinary share capital of the Company in issue. Where any further grant of options to an Eligible Participant would result in the Shares issued and to be issued upon exercise of all options granted and to be granted to such Eligible Participant (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further grant representing over 1% of the ordinary share capital of the Company in issue, such further grant must be separately approved by the Shareholders in general meeting with that Eligible Participant and his close associates (or his associates if the Eligible Participant is a connected person) abstaining from voting and must obtain other approval(s) as required by the Listing Rules. In such event, for the purpose of convening the general meeting of the Company, the Company must send a circular to the Shareholders disclosing the identity of such Eligible Participant, the number and terms of the options to be granted (and options previously granted to such Eligible Participant), and all other information required under the Listing Rules.

## **EXERCISE PERIOD**

An option may be exercised in accordance with the terms of the New Share Option Scheme during the option period (being not more than ten years from the date of grant) for the whole or such parcel(s) of the Shares as shall be granted, as the directors of the Company shall determine and notify the option holder.

## **EXERCISE PRICE**

Subject to any adjustments made pursuant to the terms of the New Share Option Scheme, the price per Share payable on the exercise of an option under the New Share Option Scheme must be at least higher than or the highest of: (i) the closing price of each Share as stated in the Stock Exchange's daily quotations sheet on the date of grant of the option, which must be a dealing day; (ii) the average closing price of each Share as stated in the Stock Exchange's daily quotations sheets for the five dealing days immediately preceding the date of grant of the option, which must be a dealing day; and (iii) the nominal value of each Share.

## **DURATION AND TERMINATION**

The New Share Option Scheme shall be valid and effective for a period of ten years commencing from the date of its adoption, unless otherwise terminated by way of a resolution of the Shareholders in general meeting. After expiry or termination of the New Share Option Scheme, no further options will be offered but in all other respects the provisions of the New Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any options (to the extent not already exercised) granted prior thereto or otherwise as may be required in accordance with the provisions of the New Share Option Scheme. Options (to the extent not already exercised) granted prior to such expiration or termination shall continue to be valid and exercisable in accordance with the provisions of the New Share Option Scheme.

## CIRCULAR

As it is intended that the New Share Option Scheme will be put forward for consideration and, if thought fit, approval by the Shareholders at the AGM, further details and related matters of the New Share Option Scheme will be included in the circular that will be despatched to the Shareholders for the purpose of convening the AGM in accordance with the requirements of the Listing Rules in due course.

***The New Share Option Scheme remains subject to the approval of the Shareholders. Shareholders and potential investors are advised to exercise caution in dealing in the securities of the Company.***

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

Hong Kong, 30 September 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