



新創建 NWS

新創建集團有限公司*

NWS HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(stock code: 0659)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of NWS Holdings Limited (the “**Company**”) will be held at Meeting Room 608, Hong Kong Convention and Exhibition Centre, 1 Harbour Road, Wanchai, Hong Kong on Monday, 10 March 2008 at 10:30 a.m. for the purpose of considering and, if thought fit, with or without amendments, passing the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT**, the master operational services agreement dated 24 January 2008 entered into between Chow Tai Fook Enterprises Limited (“**CTF Enterprises**”) and the Company (the “**CTF Master Operational 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, pursuant to which, each of the Company and CTF Enterprises agrees to, and agrees to procure relevant members of the Group or the CTF Enterprises Group (each as defined in the CTF Master Operational Services Agreement) (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 14 February 2008 (the “**Circular**”) to the relevant members of the Group or the CTF Enterprises Group, and **THAT**, the proposed annual caps in respect of the continuing connected transactions under the CTF Master Operational Services Agreement for each of the three financial years ending 30 June 2010 as more particularly set out in the “Letter of the Board” in the Circular be and are hereby approved, ratified and confirmed, and **THAT** the directors of the Company be and are hereby authorised to do such acts and things and execute all such documents which in their opinion may be necessary, desirable or expedient to carry out or give effect to any of the foregoing with such modifications (if any) as they may consider appropriate, and to exercise the powers and rights of the Company in connection therewith.”

2. “**THAT**, the master financial services agreement dated 24 January 2008 entered into between CTF Enterprises and the Company (the “**CTF Master Financial Services Agreement**”), 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, CTF Enterprises agrees to, and agrees to procure that members of the CTF Enterprises Group (as defined in the CTF Master Financial Services Agreement) shall engage relevant members of the Group to provide certain financial services as more particularly set out in the “Letter from the Board” in the Circular to the relevant members of the CTF Enterprises Group, and **THAT**, the proposed annual caps in respect of the continuing connected transactions under the CTF Master Financial Services Agreement for each of the three financial years ending 30 June 2010 as more particularly set out in the “Letter of the Board” in the Circular be and are hereby approved, ratified and confirmed, and **THAT** the directors of the Company be and are hereby authorised to do such acts and things and execute all such documents which in their opinion may be necessary, desirable or expedient to carry out or give effect to any of the foregoing with such modifications (if any) as they may consider appropriate, and to exercise the powers and rights of the Company in connection therewith.”

3. “**THAT**, the master services agreement dated 24 January 2008 entered into between Mr. Lo Lin Shing, Simon (“**Mr. Lo**”) and the Company (the “**Mr. Lo Master Services Agreement**”), 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, Mr. Lo agrees to, and agrees to procure that other members of the Service Receiving Parties (as defined in the Mr. Lo Master Services Agreement) engage relevant members of the Group to provide certain financial services as more particularly set out in the “Letter from the Board” in the Circular to relevant members of the Service Receiving Parties, and **THAT**, the proposed annual caps in respect of the continuing connected transactions under the Mr. Lo Master Services Agreement for each of the three financial years ending 30 June 2010 as more particularly set out in the “Letter of the Board” in the Circular be and are hereby approved, ratified and confirmed, and **THAT** the directors of the Company be and are hereby authorised to do such acts and things and execute all such documents which in their opinion may be necessary, desirable or expedient to carry out or give effect to any of the foregoing with such modifications (if any) as they may consider appropriate, and to exercise the powers and rights of the Company in connection therewith.”

By Order of the Board
Chow Tak Wing
Company Secretary

Hong Kong, 14 February 2008

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 registrars in Hong Kong, Tricor Standard Limited, at 26/F., Tesbury Centre, 28 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.
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. As at the date of this announcement: (a) the executive directors of the Company are Dr. Cheng Kar Shun, Henry, Mr. Doo Wai Hoi, William, Mr. Chan Kam Ling, Mr. Tsang Yam Pui, Mr. Wong Kwok Kin, Andrew, Mr. Lam Wai Hon, Patrick, Mr. Cheung Chin Cheung and Mr. William Junior Guilherme Doo; (b) the non-executive directors of the Company are Mr. Wilfried Ernst Kaffenberger (alternate director to Mr. Wilfried Ernst Kaffenberger: Mr. Yeung Kun Wah, David), 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, Mr. Cheng Wai Chee, Christopher and The Honourable Shek Lai Him, Abraham.

* *For identification purposes only*