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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in NWS Holdings Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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**新創建集團有限公司\***  
**NWS Holdings Limited**

*(incorporated in Bermuda with limited liability)*

**(stock code: 0659)**

**PROPOSALS FOR  
RE-ELECTION OF DIRECTORS,  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of NWS Holdings Limited to be held at Meeting Room 201B (New Wing), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Monday, 26 November 2007 at 11:15 a.m. is set out in Appendix III to this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the branch share registrars of NWS Holdings Limited in Hong Kong, Tricor Standard Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the meeting or any adjourned meeting should you so wish.

31 October 2007

\* *For identification purposes only*



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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“Annual General Meeting”	the annual general meeting of the Company convened to be held at Meeting Room 201B (New Wing), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Monday, 26 November 2007 at 11:15 a.m., notice of which is set out in Appendix III to this circular or, where the context so admits, any adjournment thereof
“Board”	the board of directors of the Company
“Bye-laws”	the bye-laws of the Company
“Company”	NWS Holdings Limited, a company incorporated in Bermuda with limited liability and whose securities are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“General Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and deal with Shares in the manner as set out in ordinary resolution no. 5(I) of the notice of the Annual General Meeting
“Group”	the Company and its subsidiaries
“Hong Kong” or “HKSAR”	the Hong Kong Special Administrative Region of The People’s Republic of China
“Latest Practicable Date”	24 October 2007, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining information contained herein
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares in the manner as set out in ordinary resolution no. 5(II) of the notice of the Annual General Meeting

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## DEFINITIONS

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“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended and supplemented from time to time
“Share(s)”	the share(s) of HK\$1.00 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong



新創建集團有限公司\*  
**NWS Holdings Limited**

*(incorporated in Bermuda with limited liability)*

**(stock code: 0659)**

**Executive Directors:**

Dr. Cheng Kar Shun, Henry (*Chairman*)  
Mr. Doo Wai Hoi, William (*Deputy Chairman*)  
Mr. Chan Kam Ling (*Chief Executive Officer*)  
Mr. Tsang Yam Pui  
Mr. Wong Kwok Kin, Andrew  
Mr. Lam Wai Hon, Patrick  
Mr. Cheung Chin Cheung  
Mr. William Junior Guilherme Doo

**Non-executive Directors:**

Mr. Wilfried Ernst Kaffenberger  
(alternate director to Mr. Wilfried Ernst Kaffenberger:  
Mr. Yeung Kun Wah, David)  
Mr. To Hin Tsun, Gerald  
Mr. Dominic Lai

**Independent non-executive Directors:**

Mr. Kwong Che Keung, Gordon  
Mr. Cheng Wai Chee, Christopher  
The Honourable Shek Lai Him, Abraham

**Registered Office:**

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

**Principal Place of Business  
in Hong Kong:**

28/F., New World Tower  
18 Queen's Road Central  
Hong Kong

31 October 2007

*To the Shareholders and, for information purposes only,  
the holders of the outstanding share options of the Company*

Dear Sir or Madam,

**PROPOSALS FOR  
RE-ELECTION OF DIRECTORS,  
GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

At the Annual General Meeting, resolutions will be proposed to approve (i) the re-election of Directors; and (ii) the grant of the General Mandate and Repurchase Mandate.

\* *For identification purposes only*

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## LETTER FROM THE CHAIRMAN

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The purpose of this circular is to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the Annual General Meeting.

### RE-ELECTION OF DIRECTORS

Pursuant to Bye-law 87, at every annual general meeting, one-third of the relevant number of Directors or, if their number is not a multiple of three, then the number nearest to but not exceeding one-third, shall retire from office by rotation provided that notwithstanding herein, each Director shall be subject to retirement by rotation at least once in every three years. Accordingly, Messrs. Tsang Yam Pui, To Hin Tsun, Gerald, Dominic Lai, Kwong Che Keung, Gordon and Shek Lai Him, Abraham shall retire from office.

The aforementioned Directors, being eligible, shall offer themselves for re-election at the Annual General Meeting. Details of such Directors are set out in Appendix I to this circular.

### GENERAL MANDATE AND REPURCHASE MANDATE

The existing general mandates to issue and to repurchase Shares will expire at the conclusion of the Annual General Meeting.

In order to provide flexibility and discretion to the Directors to issue new Shares, an ordinary resolution will be proposed at the Annual General Meeting that the Directors be granted the General Mandate to allot and issue new Shares up to an amount not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing such resolution and a separate ordinary resolution will also be proposed to extend the General Mandate by adding the nominal amount of any Shares repurchased by the Company pursuant to the Repurchase Mandate.

At the Annual General Meeting, an ordinary resolution will be proposed to the Shareholders that the Directors be granted the Repurchase Mandate to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing such resolution. An explanatory statement as required by the Listing Rules to provide the requisite information concerning the Repurchase Mandate is set out in Appendix II to this circular.

### ANNUAL GENERAL MEETING

Set out in Appendix III to this circular is a notice convening the Annual General Meeting. A form of proxy for use in connection with the Annual General Meeting is enclosed. Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the branch share registrars of the Company in Hong Kong, Tricor Standard Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours

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## LETTER FROM THE CHAIRMAN

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before the time appointed for holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting should you desire.

### **RECOMMENDATION**

The Directors believe that the grant of the General Mandate and the Repurchase Mandate are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of all the ordinary resolutions as set out in the notice convening the Annual General Meeting.

### **GENERAL**

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,  
**Dr. Cheng Kar Shun, Henry**  
*Chairman*

The following are the particulars of the Directors who will retire and, being eligible, will offer themselves for re-election at the Annual General Meeting:

**Mr. Tsang Yam Pui**, aged 61, was appointed as Executive Director in June 2004. He is currently the Vice Chairman of New World First Bus Services Limited, New World First Bus Services (China) Limited, Citybus Limited, New World First Ferry Services Limited and New World First Ferry Services (Macau) Limited. He is also a director of Mapletree Investments Pte Ltd in Singapore. Mr. Tsang also serves as a member on the Audit Committee of The University of Hong Kong and a member of Interpol's Strategic Advisory Panel in Lyon, France. Prior to joining the Company, Mr. Tsang had served with the Hong Kong Police Force for 38 years and retired from the Force as its Commissioner in December 2003. He has extensive experience in corporate leadership and public administration. Mr. Tsang was awarded the Gold Bauhinia Star, the OBE, the Queen's Police Medal, the Colonial Police Medal for Meritorious Service, the Commissioner's Commendation, and the HKSAR Police Long Service Medal.

Mr. Tsang did not hold any directorship in other listed public companies in the last three years. He also acts as directors of certain members of the Group.

Mr. Tsang's service contract provides for a fixed term of three years but also subject to the rotational retirement and re-election requirements at annual general meeting pursuant to the Bye-laws. His emoluments comprise annual salary package, discretionary bonus and share options and a director's fee to be reviewed and determined by the Board with the authorization granted by the Shareholders at an annual general meeting of the Company and taking reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation. For the year ended 30 June 2007, he was paid HK\$0.15 million as director's fee of the Company and an aggregate amount of HK\$4.77 million as salary, bonus and director's fees of the Company's subsidiaries.

Mr. Tsang is not connected with any directors, senior management or substantial and controlling shareholders of the Company. Except for the personal interest in 120,000 shares of the Company and the 1,500,000 outstanding share options granted by the Company, as at the Latest Practicable Date, Mr. Tsang does not have other interests in shares of the Company within the meaning of Part XV of the SFO.

**Mr. To Hin Tsun, Gerald**, aged 58, was appointed as Independent Non-executive Director in May 1998 and was re-designated to Non-executive Director in August 2002. Mr. To has been a practising solicitor in Hong Kong since 1975. He is also qualified solicitor in the United Kingdom as well as an advocate and a solicitor in Singapore. He is currently the senior and managing partner of Messrs. T. S. Tong & Co., Solicitors and Notaries. Mr. To is also a non-executive director of Mongolia Energy Corporation Limited (stock code: 276) and Taifook Securities Group Limited (stock code: 665) and an executive director of International Entertainment Corporation (stock code: 8118). He had been an executive director of New World Mobile Holdings Limited (stock code: 862) during the last three years.



Save as disclosed above, Mr. To did not hold any directorship in other listed public companies in the last three years. Other than acting as a non-executive director of the Company and Taifook Securities Group Limited, a subsidiary of the Company, he does not hold any other positions with the Company or any member of the Group.

Mr. To's service contract provides for a fixed term of three years but also subject to the rotational retirement and re-election requirements at annual general meeting pursuant to the Bye-laws. His director's fee will be reviewed and determined by the Board with the authorization granted by the Shareholders at an annual general meeting of the Company and taking reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation. For the year ended 30 June 2007, he was paid HK\$0.15 million and HK\$0.01 million as director's fee of the Company and of a subsidiary of the Company respectively.

Mr. To is not connected with any directors, senior management or substantial and controlling shareholders of the Company. Except for the personal interest in 300,000 outstanding share options granted by the Company, as at the Latest Practicable Date, Mr. To does not have other interests in shares of the Company within the meaning of Part XV of the SFO.

**Mr. Dominic Lai**, aged 60, was appointed as Independent Non-executive Director in August 2002 and was re-designated to Non-executive Director in September 2004. Mr. Lai is a practising solicitor in Hong Kong and is also admitted in England and Wales, the Republic of Singapore, the States of New South Wales and Victoria, Australia. Mr. Lai is a senior partner of the Hong Kong law firm, Lu, Lai & Li and has been in practice for more than 30 years. He is also a non-executive director of Midas International Holdings Limited (stock code: 1172) and Oriental Press Group Limited (stock code: 18) and an independent non-executive director of Winfoong International Limited (stock code: 63).

Save as disclosed above, Mr. Lai did not hold any directorship in other listed public companies in the last three years. He does not hold any positions with the Company or any member of the Group other than acting as a non-executive director of the Company.

Mr. Lai's service contract provides for a fixed term of three years but also subject to the rotational retirement and re-election requirements at annual general meeting pursuant to the Bye-laws. His director's fee will be reviewed and determined by the Board with the authorization granted by the Shareholders at an annual general meeting of the Company and taking reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation. For the year ended 30 June 2007, he was paid HK\$0.15 million as director's fee of the Company.

Mr. Lai is not connected with any directors, senior management or substantial and controlling shareholders of the Company. Except for the personal interest in 300,000 outstanding share options granted by the Company, as at the Latest Practicable Date, Mr. Lai does not have other interests in shares of the Company within the meaning of Part XV of the SFO.

**Mr. Kwong Che Keung, Gordon**, aged 58, was appointed as Independent Non-executive Director in October 2002. Mr. Kwong graduated from The University of Hong Kong in 1972, qualifying as a chartered accountant in England in 1977 and was a Partner of Price Waterhouse from 1984 to 1998. He had served as a part-time panel member of the Hong Kong Government's Central Policy Unit from 1993 to 1995 and was an independent member of the Council of the Stock Exchange from 1992 to 1997, during which, he had acted as convener of both the Compliance Committee and the Listing Committee. Mr. Kwong is also an independent non-executive director of COSCO International Holdings Limited (stock code: 517), Tianjin Development Holdings Limited (stock code: 882), Beijing Capital International Airport Company Limited (stock code: 694), Frasers Property (China) Limited (stock code: 535), China Oilfield Services Limited (stock code: 2883), Concepta Investments Limited (stock code: 1140), China Chengtong Development Group Limited (stock code: 217), Global Digital Creations Holdings Limited (stock code: 8271), Ping An Insurance (Group) Company of China, Ltd. (stock code: 2318), Quam Limited (stock code: 952), Henderson Land Development Company Limited (stock code: 12), Henderson Investment Limited (stock code: 97), China Power International Development Limited (stock code: 2380), Agile Property Holdings Limited (stock code: 3383) and CITIC 1616 Holdings Limited (stock code: 1883). Moreover, he had been a non-executive director of COSCO Pacific Limited (stock code: 1199) and an independent non-executive director of New World Mobile Holdings Limited (stock code: 862) during the last three years.

Save as disclosed above, Mr. Kwong did not hold any directorship in other listed public companies in the last three years. He does not hold any positions with the Company or any member of the Group other than acting as an independent non-executive director of the Company.

Mr. Kwong's service contract provides for a fixed term of three years but also subject to the rotational retirement and re-election requirements at annual general meeting pursuant to the Bye-laws. His director's fee will be reviewed and determined by the Board with the authorization granted by the Shareholders at an annual general meeting of the Company and taking reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation. For the year ended 30 June 2007, he was paid HK\$0.25 million as director's fee of the Company.

Mr. Kwong is not connected with any directors, senior management or substantial and controlling shareholders of the Company. Except for the personal interest of 608,757 shares of the Company and the 600,000 outstanding share options granted by the Company, as at the Latest Practicable Date, Mr. Kwong does not have other interests in shares of the Company within the meaning of Part XV of the SFO.

**The Honourable Shek Lai Him, Abraham**, aged 62, was appointed as Independent Non-executive Director in September 2004. Mr Shek graduated from the University of Sydney with Bachelor of Arts. He is a member of the Legislative Council for the HKSAR representing real estate and construction functional constituency since 2000. Currently, Mr. Shek is a member of the Council of The Hong Kong University of Science & Technology and member of the Court of The University of Hong Kong. He is also a member of the Managing Board of Kowloon-Canton Railway Corporation and a director of The Hong Kong Mortgage Corporation Limited. Mr. Shek is an independent non-executive director of Midas International Holdings Limited (stock code: 1172), Paliburg Holdings Limited (stock code: 617), Lifestyle International Holdings Limited (stock code: 1212), Chuang's Consortium International Limited (stock code: 367), See Corporation Limited (stock code: 491), ITC Corporation Limited (stock code: 372), Titan Petrochemicals Group Limited (stock code: 1192), Hop Hing Holdings Limited (stock code: 47) and Country Garden Holdings Company Limited (stock code: 2007). He is also an independent non-executive director of Eagle Asset Management (CP) Limited (the manager of Champion Real Estate Investment Trust (stock code: 2778)) and Regal Portfolio Management Limited (the manager of Regal Real Estate Investment Trust (stock code: 1881)). Mr. Shek was awarded the Silver Bauhinia Star by the Government of the HKSAR in 2007.

Save as disclosed above, Mr. Shek did not hold any directorship in other listed public companies in the last three years. He does not hold any positions with the Company or any member of the Group other than acting as an independent non-executive director of the Company.

Mr. Shek's service contract provides for a fixed term of three years but also subject to the rotational retirement and re-election requirements at annual general meeting pursuant to the Bye-laws. His director's fee will be reviewed and determined by the Board with the authorization granted by the Shareholders at an annual general meeting of the Company and taking reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation. For the year ended 30 June 2007, he was paid HK\$0.25 million as director's fee of the Company.

Mr. Shek is not connected with any directors, senior management or substantial and controlling shareholders of the Company. Except for the personal interest in 600,000 outstanding share options granted by the Company, as at the Latest Practicable Date, Mr. Shek does not have other interests in shares of the Company within the meaning of Part XV of the SFO.

Besides, there is no other matters that need to be brought to the attention of the Shareholders in relation to the re-election of the above retiring Directors nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

This explanatory statement contains the information required by the Listing Rules. Its purpose is to provide to the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

**(a) Share Capital**

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,014,712,514 fully paid up Shares. Subject to the passing of the relevant ordinary resolution approving the Repurchase Mandate on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 201,471,251 Shares.

**(b) Reasons for Repurchases**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders and will provide the Directors the flexibility to repurchase Shares in the market when appropriate and beneficial to the Company. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

**(c) Funding of Repurchases**

Pursuant to the Listing Rules, repurchases must be financed out of funds legally available for the purpose in accordance with the Company's constitutive documents and the laws of the jurisdiction in which the Company is incorporated or otherwise established.

The Company is empowered by its Memorandum of Association and Bye-laws to repurchase its Shares. Repurchases will be funded from the Company's available cash flow or working capital facilities. Bermuda law provides that repurchases may only be effected out of the capital paid up on the repurchased Shares or out of the funds of the Company otherwise available for dividend or distribution or out of proceeds of a fresh issue of Shares made for the purpose. Any premium payable on a repurchase over the par value of the Shares to be repurchased must be provided for out of funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account or contributed surplus account. No repurchase may be made if on the date on which the repurchase is to be effected, there are reasonable ground for believing that the Company is, or after the repurchase would be, unable to pay its liabilities as they become due.

The Directors consider that there might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of Company for the

year ended 30 June 2007) in the event that the Repurchase Mandate was to be exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing ratio of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

**(d) Undertaking of the Directors**

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to make repurchases under the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda and in accordance with the regulations set out in the Memorandum of Association and Bye-laws of the Company.

None of the Directors nor, to the best of their knowledge having made all reasonable inquiries, any of their associates (as defined in the Listing Rules) has any present intention to sell Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company nor have they undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders.

**(e) Effect of Takeovers Code**

Repurchase of Shares may result in an increase in the proportionate interests of a Shareholder in the voting rights of the Company and such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, so far as is known to any director or chief executive of the Company, the following persons had an interest in the shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept under Section 336 of the SFO:

Name	Number of shares			Approximate percentage to the issued share capital of the Company as at the Latest Practicable Date	Approximate percentage to the issued share capital of the Company if the Repurchased Mandate is exercised in full
	Beneficial interests	Corporate interests	Total		
Cheng Yu Tung Family (Holdings) Limited	–	1,189,756,934	1,189,756,934	59.05%	65.62%
Centennial Success Limited	–	1,189,756,934	1,189,756,934	59.05%	65.62%
Chow Tai Fook Enterprises Limited	59,831,893	1,129,925,041	1,189,756,934	59.05%	65.62%
New World Development Company Limited	742,803,985	387,121,056	1,129,925,041	56.08%	62.32%
Mombasa Limited	339,150,282	–	339,150,282	16.83%	18.70%

In the event that the Directors shall exercise in full the Repurchase Mandate, the total interests of the above Shareholders would be increased to approximately the percentages shown in the last column of the above table and such increase will not give rise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code and will not reduce the amount of Shares held by the public to be less than 25%.

**(f) Share Prices**

The highest and lowest market prices at which the Shares have traded on the Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

		<b>Per Share</b>	
		<b>Highest Price <i>HK\$</i></b>	<b>Lowest Price <i>HK\$</i></b>
2006:	October	16.32	15.32
	November	18.22	15.98
	December	19.10	16.88
2007:	January	18.80	16.90
	February	22.70	16.02
	March	21.35	17.50
	April	26.30	20.00
	May	22.40	18.66
	June	22.50	18.04
	July	20.10	18.30
	August	19.20	12.40
	September	18.40	16.52
	October (up to the Latest Practicable Date)	22.90	18.34

**(g) Share Repurchase made by the Company**

The Company has not repurchased any of its Shares on the Stock Exchange or otherwise during the previous six months from the Latest Practicable Date.

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of the Company will be held at Meeting Room 201B (New Wing), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Monday, 26 November 2007 at 11:15 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the Reports of the Directors and Auditor for the year ended 30 June 2007.
2. To declare a final dividend.
3. To re-elect Directors and to authorize the Board of Directors to fix the Directors' remuneration.
4. To re-appoint Auditor and to authorize the Board of Directors to fix the Auditor's remuneration.
5. As special business, to consider and if thought fit, pass with or without amendment, the following resolutions as ordinary resolutions:

I. **"THAT:**

- (A) subject to paragraph (C) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or securities convertible into such shares or options, warrants, or similar rights to subscribe for any shares or convertible securities and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution shall authorize the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (C) the aggregate nominal value of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors of the Company pursuant to the approval granted in paragraph (A) of this resolution, otherwise than pursuant to (i) a Right Issue (as hereinafter defined); (ii) the exercise of any conversion rights attaching to any securities which are convertible into shares of the Company; (iii) the exercise of the rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to Directors and/or employees of the Company and/or any of its subsidiaries of options to subscribe for, or rights to acquire, shares of the Company, or (iv) any issue of shares as scrip dividends or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the



Company in accordance with the bye-laws of the Company; shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the approval granted in paragraph (A) shall be limited accordingly; and

(D) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Right Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange, in any territory outside Hong Kong).”

II. **“THAT:**

- (A) subject to paragraph (B) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission and the Hong Kong Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange or that of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (B) the aggregate nominal amount of shares which may be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution shall not exceed 10% of the aggregate nominal amount of the

share capital of the Company in issue as at the date of the passing of this resolution and the authority granted pursuant to paragraph (A) of this resolution shall be limited accordingly; and

(C) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

III. **“THAT** conditional upon the Ordinary Resolutions No. I and II being passed, the general mandate granted to the Directors of the Company pursuant to Ordinary Resolution No. I be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted by the Directors of the Company pursuant to such general mandate, an amount representing the aggregate nominal amount of the shares repurchased by the Company under the authority granted pursuant to Ordinary Resolution No. II provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”

By order of the Board  
**Chow Tak Wing**  
*Company Secretary*

Hong Kong, 31 October 2007

*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 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. The register of members of the Company will be closed from Wednesday, 21 November 2007 to Monday, 26 November 2007, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch registrars in Hong Kong, Tricor Standard Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:00 p.m. on Tuesday, 20 November 2007.

The Company's Bye-laws 66 and 67 set out the procedure by which the Shareholders may demand a poll:

A resolution put to the vote of a general meeting shall be decided on show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of such meeting; or
- (b) by any of the Directors who individually or collectively (with the chairman of the relevant general meeting of the Company) hold proxies in respect of shares holding five (5) per cent. or more of the total voting rights at a particular meeting of members, and if on a show of hands such meeting votes in the opposite manner to that instructed in those proxies; or
- (c) by at least three members present in person (or in the case of a member being a corporation by its duly authorized representative) or by proxy for the time being entitled to vote at the meeting; or
- (d) by a member or members present in person (or in the case of a member being a corporation by its duly authorized representative) or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or
- (e) by a member or members present in person (or in the case of a member being a corporation by its duly authorized representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a member or in the case of a member being a corporation by its duly authorized representative shall be deemed to be the same as a demand by a member.

Unless a poll is duly demanded and the demand is not withdrawn, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution.