
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

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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)

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS,
INCREASE IN AUTHORIZED SHARE CAPITAL AND
GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of NWS Holdings Limited to be held at Meeting Room N201B (New Wing), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Tuesday, 8 December 2009 at 11:00 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 registrar 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.

28 October 2009

* For identification purposes only

DEFINITIONS

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 N201B (New Wing), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Tuesday, 8 December 2009 at 11:00 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(II) 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”	20 October 2009, 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
“PRC”	The People’s Republic of China
“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(III) of the notice of the Annual General Meeting

DEFINITIONS

“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
“%”	per cent.

LETTER FROM THE CHAIRMAN



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)

Executive Directors:

Dr. Cheng Kar Shun, Henry (*Chairman*)

Mr. Tsang Yam Pui

Mr. Wong Kwok Kin, Andrew

Mr. Lam Wai Hon, Patrick

Mr. Cheung Chin Cheung

Mr. William Junior Guilherme Doo

Mr. Cheng Chi Ming, Brian

Non-executive Directors:

Mr. Doo Wai Hoi, William (*Deputy Chairman*)

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

28 October 2009

*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 RETIRING DIRECTORS,
INCREASE IN AUTHORIZED SHARE CAPITAL AND
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 retiring Directors; (ii) the increase in authorized share capital; and (iii) the grant of the General Mandate and the Repurchase Mandate.

* *For identification purposes only*

LETTER FROM THE CHAIRMAN

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 RETIRING DIRECTORS

Pursuant to bye-law 86(2) of the Bye-laws, the Board have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the next general meeting of the Company and shall then be eligible for re-election (but shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation at such meeting). Accordingly, Mr. Cheng Chi Ming, Brian, who was appointed as Director on 1 July 2009, shall retire from office.

Pursuant to bye-law 87 of the Bye-laws, at every 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, Mr. Lam Wai Hon, Patrick, Mr. Cheung Chin Cheung, Mr. William Junior Guilherme Doo, Mr. Wilfried Ernst Kaffenberger and Mr. Cheng Wai Chee, Christopher 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.

INCREASE IN AUTHORIZED SHARE CAPITAL

In order to ensure sufficient number of unissued Shares are available for future purpose, the Directors propose to increase the authorized share capital of the Company from HK\$2,400,000,000 to HK\$4,000,000,000 by the creation of an additional 1,600,000,000 Shares. An ordinary resolution to this effect will be proposed at the Annual General Meeting. The Directors have no present intention of issuing any part of that capital.

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.

LETTER FROM THE CHAIRMAN

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 registrar 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 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.

RIGHT TO DEMAND A POLL

Pursuant to bye-law 66 of the Bye-laws, 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.

LETTER FROM THE CHAIRMAN

Notwithstanding the above, in accordance with Rule 13.39(4) of the Listing Rules which became effective on 1 January 2009, the chairman of the Annual General Meeting will direct that each of the proposed resolutions sets out in the notice convening the Annual General Meeting be voted by poll.

After the conclusion of the Annual General Meeting, the results of the poll will be published on HKExnews website at www.hkexnews.hk and the Company's website at www.nws.com.hk.

RECOMMENDATION

The Directors believe that the proposals for the re-election of the retiring directors, the increase in authorized share capital and 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 the proposed 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

APPENDIX I DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

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

Mr. Cheng Chi Ming, Brian, aged 26, was appointed as Executive Director on 1 July 2009 and is also a member of the Executive Committee of the Company. He has been with the Company since January 2008 and is mainly responsible for overseeing the infrastructure business and the merger and acquisition affairs of the Group. Mr. Cheng is an executive director of Taifook Securities Group Limited (stock code: 665), a director of Sino-French Holdings (Hong Kong) Limited, Sino-French Energy Development Company Limited, The Macao Water Supply Company Limited as well as a director of a number of companies in Mainland China. Before joining the Company, Mr. Cheng had been working as a research analyst in the Infrastructure and Conglomerates sector for CLSA Asia-Pacific Markets. Mr. Cheng holds a Bachelor of Science degree from Babson College in Massachusetts, U.S.A. Mr. Cheng is the son of Dr. Cheng Kar Shun, Henry, the nephew of Mr. Doo Wai Hoi, William and the cousin of Mr. William Junior Guilherme Doo.

Save as disclosed above, Mr. Cheng 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. Cheng'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 annually 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.

Save as disclosed above, Mr. Cheng is not connected with any directors, senior management or substantial and controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Cheng does not have any interest in shares of the Company within the meaning of Part XV of the SFO.

Mr. Cheng is not aware of any matters that are required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters in relation to Mr. Cheng that need to be brought to the attention of the Shareholders.

Mr. Lam Wai Hon, Patrick, aged 47, was appointed as Executive Director in January 2003 and is also a member of each of the Executive Committee, the Remuneration Committee and the Corporate Social Responsibility Committee of the Company. He is also a non-executive director of Taifook Securities Group Limited (stock code: 665) and Wai Kee Holdings Limited (stock code: 610) as well as the Assistant General Manager of New World Development Company Limited (stock code: 17), a substantial shareholder of the Company. He is mainly responsible for overseeing the services business of the Group and managing the financial and human resources aspects of the Company. His area of responsibilities in New World Group includes property investment and development as well as service business. Mr. Lam is also a director of Guangdong Baoliuhua New Energy Stock Co., Ltd., a listed company in the PRC. Moreover, he had been a non-executive director of Build King Holdings Limited (stock code: 240) during the last three

APPENDIX I DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

years. Mr. Lam is a Chartered Accountant by training; a Fellow of the Institute of Chartered Accountants in England and Wales, and the Hong Kong Institute of Certified Public Accountants, and a member of the Institute of Chartered Accountants of Ontario, Canada.

Save as disclosed above, Mr. Lam 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. Lam'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 annually 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 financial year ended 30 June 2009, he was paid HK\$0.25 million as fees for acting as director and member of certain board committees of the Company and an aggregate amount of HK\$5.12 million as salary, bonus, allowances and director's fees of the Company's subsidiaries.

Save as disclosed above, Mr. Lam is not connected with any directors, senior management or substantial and controlling shareholders of the Company. Except for the aggregate interest in 996,263 shares of the Company, which includes personal interest in 991,191 shares and corporate interest in 5,072 shares, and 1,500,638 outstanding share options granted by the Company, as at the Latest Practicable Date, Mr. Lam does not have other interests in shares of the Company within the meaning of Part XV of the SFO.

On 13 March 2008, the Takeovers Executive of the Securities and Futures Commission issued a notice criticizing NWS Financial Management Services Limited, a wholly-owned subsidiary of the Company, and two of its directors, including Mr. Lam, for breaching Rule 31.3 of the Takeovers Code in connection with the acquisition of shares of Taifook Securities Group Limited by NWS Financial Management Services Limited at prices higher than the offer price during the six-month period after the close of the unconditional offer for all the shares of Taifook Securities Group Limited made by NWS Financial Management Services Limited. The breach was caused by an inadvertent miscalculation of the six-month period as prescribed under Rule 31.3 of the Takeovers Code.

Save as disclosed above, Mr. Lam is not aware of any matters that are required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters in relation to Mr. Lam that need to be brought to the attention of the Shareholders.

Mr. Cheung Chin Cheung, aged 53, was appointed as Executive Director in October 2003 and is also a member of the Executive Committee of the Company. He had been an executive director of the Company during the period from May 1998 to January 2003. Mr. Cheung is also a director of NWS Infrastructure Management Limited, Sino-French Holdings (Hong Kong) Limited, Far East Landfill Technologies Limited and a number of companies in Mainland China. He is the Vice Chairman of Companhia de Electricidade de Macau – CEM, S.A. and the Managing Director of The Macao Water Supply Company Limited. He is mainly responsible for managing the infrastructure business of the Group. Mr. Cheung had been a member of the Infrastructure Development Advisory Committee and the China Trade Advisory Committee of the

APPENDIX I DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

Hong Kong Trade Development Council. He has more than 18 years of experience in business development, investment and management in the infrastructure business in Mainland China. Mr. Cheung is a member of the Hebei Province Committee of the Tenth Chinese People's Political Consultative Conference of The People's Republic of China.

Save as disclosed above, Mr. Cheung 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. Cheung'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 annually 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 financial year ended 30 June 2009, he was paid HK\$0.15 million as director's fee of the Company and an aggregate amount of HK\$4.89 million as salary, bonus, allowances and director's fees of the Company's subsidiaries.

Save as disclosed above, Mr. Cheung is not connected with any directors, senior management or substantial and controlling shareholders of the Company. Except for the personal interest in 980,386 shares of the Company and 1,500,638 outstanding share options granted by the Company, as at the Latest Practicable Date, Mr. Cheung does not have other interests in shares of the Company within the meaning of Part XV of the SFO.

Mr. Cheung is not aware of any matters that are required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters in relation to Mr. Cheung that need to be brought to the attention of the Shareholders.

Mr. William Junior Guilherme Doo, aged 35, was appointed as Director in December 2005 and is also a member of each of the Executive Committee and the Corporate Social Responsibility Committee of the Company. Mr. Doo is a solicitor admitted in the HKSAR and is currently a non-practising solicitor in England and Wales. Before joining the Company, he had legal practice experience in one of the largest global law firms specializing in finance and corporate transactions. Since joining the Company in March 2003, Mr. Doo has been acting as members of various management committees of the Group. His area of responsibilities includes managing ports investment and operations, and overseeing transport, logistics and water business. He is currently a member of the Beijing Committee of the Eleventh Chinese People's Political Consultative Conference of The People's Republic of China. Mr. Doo is the son of Mr. Doo Wai Hoi, William, the nephew of Dr. Cheng Kar Shun, Henry and the cousin of Mr. Cheng Chi Ming, Brian.

Save as disclosed above, Mr. Doo 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. Doo'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 annually with the authorization

APPENDIX I DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

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 financial year ended 30 June 2009, he was paid HK\$0.18 million as fees for acting as director and member of a board committee of the Company and an aggregate amount of HK\$4.04 million as salary, bonus, allowances and director's fees of the Company's subsidiaries.

Save as disclosed above, Mr. Doo is not connected with any directors, senior management or substantial and controlling shareholders of the Company. Except for the corporate interest in 61,279 shares of the Company and 1,500,638 outstanding share options granted by the Company, as at the Latest Practicable Date, Mr. Doo does not have other interests in shares of the Company within the meaning of Part XV of the SFO.

Mr. Doo is not aware of any matters that are required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters in relation to Mr. Doo that need to be brought to the attention of the Shareholders.

Mr. Wilfried Ernst Kaffenberger, aged 65, was appointed as Non-executive Director in January 2003. He is an independent financial advisor. In June 2008, he completed his role as Chief Executive Officer of the AIG Asian Infrastructure Fund II (the "Fund"), a US\$1.67 billion direct equity investment fund he organized in 1997. Prior to organizing the Fund, he was the Vice President, Operations, of International Finance Corporation ("IFC"), a World Bank affiliate. His career at IFC covered 25 years. Mr. Kaffenberger is, since August 2009, a director of AEI, a Houston, USA, based energy infrastructure company operating in Latin America, Central and Eastern Europe and Asia. Mr. Kaffenberger is, with effect from September 2009, a director of the BAA Airports Limited, which owns and operates airports throughout the United Kingdom. Moreover, he had been a director of Hanaro Telecom, a listed company in Korea, during the last three years.

Save as disclosed above, Mr. Kaffenberger did not hold any directorship in other listed public companies in the last three years.

Mr. Kaffenberger'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 annually 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 financial year ended 30 June 2009, he was paid HK\$150,000 as director's fee of the Company and an amount of HK\$10,000 as allowances.

Save as disclosed above, Mr. Kaffenberger is not connected with any directors, senior management or substantial and controlling shareholders of the Company. Except for the personal interest in 482,248 shares of the Company and 300,127 outstanding share options granted by the Company, as at the Latest Practicable Date, Mr. Kaffenberger does not have other interests in shares of the Company within the meaning of Part XV of the SFO.

APPENDIX I DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

Mr. Kaffenberger is not aware of any matters that are required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters in relation to Mr. Kaffenberger that need to be brought to the attention of the Shareholders.

Mr. Cheng Wai Chee, Christopher, aged 61, was appointed as Independent Non-executive Director in January 2003 and is a member of each of the Audit Committee and the Remuneration Committee of the Company. Mr. Cheng is the Chairman of USI Holdings Limited (stock code: 369) and Winsor Properties Holdings Limited (stock code: 1036). He is an independent non-executive director of New World China Land Limited (stock code: 917), PICC Property and Casualty Company Limited (stock code: 2328), Kingboard Chemical Holdings Limited (stock code: 148), all being public listed companies in Hong Kong and an independent director of DBS Group Holdings Limited, a public listed company in Singapore. He is also a non-executive director of Eagle Asset Management (CP) Limited (as manager of Champion Real Estate Investment Trust (stock code: 2778)). Mr. Cheng has a keen interest in the public services. He is currently the Chairman of the Standing Committee on Judicial Salaries and Conditions of Service, a member of the Exchange Fund Advisory Committee, an independent non-executive director of the Securities and Futures Commission, and a steward of the Hong Kong Jockey Club. He also serves as a member of the honorary court of the Hong Kong University of Science and Technology, Council of the University of Hong Kong, the board of Overseers at Columbia Business School, the board of Temasek Foundation CLG Limited, and a charter member of the President's Council on International Activities of the Yale University. Mr. Cheng is the former Chairman of the Hong Kong General Chamber of Commerce, and council member of the Board of Hong Kong Trade Development Council. Mr. Cheng holds a BBA from the University of Notre Dame, Indiana, USA, and an MBA from Columbia University, New York.

Save as disclosed above, Mr. Cheng did not hold any directorship in other listed public companies in the last three years.

Mr. Cheng'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 annually 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 financial year ended 30 June 2009, he was paid HK\$250,000 as fees for acting as director and member of certain board committees of the Company and an amount of HK\$20,000 as allowances.

Save as disclosed above, Mr. Cheng is not connected with any directors, senior management or substantial and controlling shareholders of the Company. Except for the personal interest in 762,337 shares of the Company and 600,255 outstanding share options granted by the Company, as at the Latest Practicable Date, Mr. Cheng does not have other interests in shares of the Company within the meaning of Part XV of the SFO.

Mr. Cheng is not aware of any matters that are required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters in relation to Mr. Cheng that need to be brought to the attention of the Shareholders.

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 2,071,307,860 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 207,130,786 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. The laws of Bermuda provide 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. No repurchase may be made if on the date on which the repurchase is to be effected, there are reasonable grounds 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 2009) 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 Repurchase Mandate is exercised in full
	Beneficial interests	Corporate interests	Total		
Cheng Yu Tung Family (Holdings) Limited	–	1,245,214,015	1,245,214,015	60.12%	66.80%
Centennial Success Limited	–	1,245,214,015	1,245,214,015	60.12%	66.80%
Chow Tai Fook Enterprises Limited	59,831,893	1,185,382,122	1,245,214,015	60.12%	66.80%
New World Development Company Limited	779,909,657	405,472,465	1,185,382,122	57.23%	63.59%
Mombasa Limited	355,897,327	–	355,897,327	17.18%	19.09%

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:

		Per Share	
		Highest Price <i>HK\$</i>	Lowest Price <i>HK\$</i>
2008:	October	15.00	6.80
	November	10.12	6.80
	December	11.54	8.40
2009:	January	11.70	8.87
	February	10.50	9.30
	March	10.76	9.05
	April	15.66	10.26
	May	16.98	13.22
	June	18.00	13.78
	July	15.50	13.28
	August	17.00	14.64
	September	16.00	14.46
	October (up to the Latest Practicable Date)	16.02	14.60

(g) Share Repurchase made by the Company

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



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)

NOTICE IS HEREBY GIVEN THAT the annual general meeting of the Company will be held at Meeting Room N201B (New Wing), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Tuesday, 8 December 2009 at 11:00 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 2009.
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** the authorized share capital of the Company be and is hereby increased from HK\$2,400,000,000 to HK\$4,000,000,000 by the creation of an additional 1,600,000,000 shares of HK\$1.00 each in the capital of the Company.”
 - II. **“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;

* For identification purposes only

- (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 Rights 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.

“Rights 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).”

III. “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 “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 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 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.”

- IV. “THAT conditional upon the Ordinary Resolutions No. II and III being passed, the general mandate granted to the Directors of the Company pursuant to Ordinary Resolution No. II 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. III 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, 28 October 2009

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 registrar 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 Thursday, 3 December 2009 to Tuesday, 8 December 2009, both days 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 registrar in Hong Kong, Tricor Standard Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 2 December 2009.