

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

GENERAL DISCLOSURE UNDER RULE 13.09(1) OF THE LISTING RULES

FURTHER ACQUISITION OF INTEREST IN CHINA UNITED INTERNATIONAL RAIL CONTAINERS CO., LIMITED

On 9 June 2010, NWS Service entered into the Share Transfer Agreement in respect of the acquisition of 8% equity interest in CUIRC from the Vendor. Upon completion of the Share Transfer Agreement, NWS Service will hold an aggregate of 30% equity interest in CUIRC.

Shareholders and potential investors are reminded to exercise caution when dealing in the shares of the Company.

BACKGROUND

As at the date of this announcement, the Company, through its direct wholly-owned subsidiary, NWS Service, holds 22% equity interest of CUIRC.

CUIRC is a sino-foreign joint venture enterprise incorporated in the PRC and is carrying on the business of developing, operating and managing a total of 18 large scale pivotal rail container terminals, one in each of Shanghai, Kunming, Xian, Wuhan, Qingdao, Zhengzhou, Chongqing, Shenzhen, Harbin, Dalian, Lanzhou, Shenyang, Guangzhou, Chengdu, Urumqi, Tianjin, Beijing and Ningbo in the PRC. Terminals in Kunming, Chongqing, Chengdu and Zhengzhou have already commenced operations while the construction of the remaining rail container terminals are expected to be completed by the end of 2012.

On 9 June 2010, NWS Service entered into the Share Transfer Agreement in respect of the acquisition of 8% equity interest in CUIRC from the Vendor.

THE SHARE TRANSFER AGREEMENT

Pursuant to the Share Transfer Agreement, NWS Service agreed to acquire 8% equity interest of CUIRC from the Vendor at the consideration of RMB308 million (equivalent to approximately HK\$350 million).

Completion of the Share Transfer Agreement will take place upon the obtaining of all necessary approvals from the relevant PRC governmental authorities. Upon completion, NWS Service will hold an aggregate of 30% equity interest in CUIRC and will remain as the second largest shareholder of CUIRC.

The Company considers that the acquisition of a further equity interest in CUIRC can capitalize on the PRC Government's current focus on the development of rail transportation in Mainland China. CUIRC's 18 rail container terminals network can serve to meet the increasing demand for logistics services in Mainland China, particularly after the recovery of the global financial crisis. In addition, the encouraging results so far achieved by CUIRC since its establishment in 2007 have strengthened the Company's positive outlook of CUIRC. Therefore, the directors of the Company consider that it is in the best interest of the Company to increase its equity interest in CUIRC.

GENERAL

This announcement is made pursuant to Rule 13.09(1) of the Listing Rules.

Shareholders and potential investors are reminded to exercise caution when dealing in the shares of the Company.

THE BOARD

As at the date of this announcement: (a) the executive directors of the Company are Dr. Cheng Kar Shun, Henry, Mr. Tsang Yam Pui, Mr. Wong Kwok Kin, Andrew, Mr. Lam Wai Hon, Patrick, Mr. Cheung Chin Cheung, Mr. William Junior Guilherme Doo and Mr. Cheng Chi Ming, Brian; (b) the non-executive directors of the Company are Mr. Doo Wai Hoi, William, 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.

TERMS USED IN THE ANNOUNCEMENT

Unless the context otherwise requires, capitalized terms used in this announcement shall have the following meanings:

| | |
|-----------|--|
| “Company” | NWS Holdings Limited, a company incorporated in Bermuda with limited liability and whose shares are listed on the main board of the Stock Exchange |
| “CUIRC” | 中鐵聯合國際集裝箱有限公司 China United International Rail Containers Co., Limited, a sino-foreign equity joint venture enterprise incorporated in the PRC |

| | |
|----------------------------|--|
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollars, the lawful currency of the Hong Kong Special Administrative Region of the PRC |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “NWS Service” | NWS Service Management Limited, a company incorporated in the Cayman Islands with limited liability and is a direct wholly-owned subsidiary of the Company |
| “PRC” | The People’s Republic of China |
| “RMB” | Renminbi yuan, the lawful currency of the PRC |
| “Share Transfer Agreement” | the share transfer agreement dated 9 June 2010 and made between NWS Service and the Vendor |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Vendor” | the vendor of the 8% equity interest in CUIRC under the Share Transfer Agreement, which is an existing shareholder of CUIRC and is an independent third party of the Group, the directors, chief executives and substantial shareholders of any member of the Group or any of their respective associate |
| “%” | per cent. |

For the purpose of this announcement and for illustrative purpose only, amounts denominated in RMB have been translated into HK\$ using the following rate:

$$HK\$1=RMB0.88$$

No representation is made that any amount in RMB or HK\$ could have been or could be converted at the above rate or any other rates at all.

By order of the board of
NWS HOLDINGS LIMITED
Dr. Cheng Kar Shun, Henry
Chairman

Hong Kong, 9 June 2010

* *For identification purposes only*