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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)**

## **POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 22 MAY 2014**

The Board is pleased to announce that the ordinary resolutions approving (i) the Revised Annual Cap in respect of the Continuing Connected Transactions for the financial year ending 30 June 2014 under the Existing NWD Master Services Agreement; and (ii) the Continuing Connected Transactions contemplated under each of the New Master Services Agreements and the relevant Annual Caps were duly passed by the Independent Shareholders at the SGM held on 22 May 2014 by way of poll.

References are made to the announcement of NWS Holdings Limited (新創建集團有限公司\*) (the “**Company**”) dated 11 April 2014, the circular of the Company dated 5 May 2014 (the “**Circular**”) and the notice of the special general meeting of the Company (the “**SGM**”) dated 5 May 2014 (the “**Notice of the SGM**”) regarding (i) the Revised Annual Cap in respect of the Continuing Connected Transactions for the financial year ending 30 June 2014 under the Existing NWD Master Services Agreement; and (ii) the Continuing Connected Transactions contemplated under each of the New Master Services Agreements and the relevant Annual Caps. Unless otherwise specified, capitalized terms used in this announcement have the same meanings as defined in the Circular.

### **POLL RESULTS OF THE SGM**

The Board is pleased to announce that the ordinary resolutions (collectively, the “**Resolutions**” and each a “**Resolution**”) approving (i) the Revised Annual Cap in respect of the Continuing Connected Transactions for the financial year ending 30 June 2014 under the Existing NWD Master Services Agreement; and (ii) the Continuing Connected Transactions contemplated under each of the New Master Services Agreements and the relevant Annual Caps were duly passed by the Independent Shareholders at the SGM held on 22 May 2014 by way of poll.

Tricor Standard Limited, the branch share registrar of the Company in Hong Kong, acted as scrutineer for vote-taking at the SGM. The poll results for the Resolutions were set out below:

Ordinary resolutions		Number of votes cast (%)		Total number of votes cast
		For	Against	
1.	To consider and approve the Revised Annual Cap for the financial year ending 30 June 2014 in respect of the Continuing Connected Transactions under the Existing NWD Master Services Agreement.	451,214,723 (100.00%)	0 (0.00%)	451,214,723
2.	To consider and approve the Continuing Connected Transactions contemplated under the New CTF Enterprises Master Services Agreement and the proposed Annual Caps for the three financial years ending 30 June 2017.	451,214,723 (100.00%)	0 (0.00%)	451,214,723
3.	To consider and approve the Continuing Connected Transactions contemplated under the New NWD Master Services Agreement and the proposed Annual Caps for the three financial years ending 30 June 2017.	451,214,723 (100.00%)	0 (0.00%)	451,214,723
4.	To consider and approve the Continuing Connected Transactions contemplated under the New DOO Master Services Agreement and the proposed Annual Caps for the three financial years ending 30 June 2017.	2,221,561,627 (99.12%)	19,631,427 (0.88%)	2,241,193,054

Please refer to the Notice of the SGM for details of the Resolutions.

As more than 50% of the votes were cast for each of the Resolutions, the Resolutions were duly passed as ordinary resolutions at the SGM.

As at the date of the SGM:

- (a) the total number of Shares in issue was 3,741,915,242 Shares;
- (b) the total number of Shares entitling Shareholders to attend and vote for or against the Resolutions no. 1 to 3 at the SGM was 1,277,188,308 Shares and for the Resolution no. 4 was 3,571,080,990 Shares. Every member present in person or by proxy has one vote for every Share of which he is the holder;

- (c) NWD and its associates (who, together, and as far as the Directors were aware, held 2,464,726,934 Shares, representing approximately 65.87% of the issued share capital of the Company as at the date of the SGM) were required to abstain, and had abstained, from voting on Resolutions no. 1 and 3 at the SGM;
- (d) CTF Enterprises and its associates (who, together, and as far as the Directors were aware, held 2,464,726,934 Shares, representing approximately 65.87% of the issued share capital of the Company as at the date of the SGM) were required to abstain, and had abstained, from voting on Resolution no. 2 at the SGM;
- (e) Mr. Doo and his associates (who, together, and as far as the Directors were aware, held 170,834,252 Shares, representing approximately 4.57% of the issued share capital of the Company as at the date of the SGM) were required to abstain, and had abstained, from voting on Resolution no. 4 at the SGM; and
- (f) No Shareholders had stated their intention in the Circular to vote against any of the Resolutions or to abstain from voting at the SGM.

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

Hong Kong, 22 May 2014

*As at the date of this announcement, (a) the executive Directors are Dr. Cheng Kar Shun, Henry, Mr. Tsang Yam Pui, 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 are Mr. To Hin Tsun, Gerald and Mr. Dominic Lai; and (c) the independent non-executive Directors are Mr. Kwong Che Keung, Gordon, Dr. Cheng Wai Chee, Christopher, The Honourable Shek Lai Him, Abraham, Mr. Wilfried Ernst Kaffenberger (alternate director to Mr. Wilfried Ernst Kaffenberger: Mr. Yeung Kun Wah, David) and Mr. Lee Yiu Kwong, Alan.*

\* *For identification purposes only*