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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)

**ANNOUNCEMENT PURSUANT TO THE INSIDE INFORMATION
PROVISIONS AND RULE 13.09(2) OF THE LISTING RULES**

DISPOSAL OF TRICOR HOLDINGS LIMITED

This announcement is made by the Company pursuant to the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and Rule 13.09(2) of the Listing Rules.

The Board wishes to announce that on 5 October 2016, the Company, BEA and East Asia Secretaries entered into a share purchase agreement with Trivium for the sale of all the issued shares of Tricor held by East Asia Secretaries to Trivium for a cash consideration of HK\$6,469.7 million. Tricor is 24.39% owned by the Company and 75.61% owned by BEA, in each case through East Asia Secretaries.

The completion of the transaction contemplated under the Share Purchase Agreement is subject to the satisfaction and/or waiver of certain conditions precedent, and therefore may or may not proceed. Accordingly, the issue of this announcement does not in any way imply that the transaction contemplated under the Share Purchase Agreement will be completed. Shareholders of the Company and potential investors are advised to exercise caution when dealing in the securities of the Company.

This announcement is made by NWS Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to the Inside Information Provisions (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and Rule 13.09(2) of the Listing Rules.

Reference is made to the announcement of the Company dated 15 February 2016 in relation to, among other things, a review by the Company, together with The Bank of East Asia, Limited (“**BEA**”), of the Company’s strategic investment in Tricor Holdings Limited (“**Tricor**”), including a possible sale of the entire interest held by the Company and BEA in Tricor.

As at the date of this announcement, Tricor is 24.39% owned by the Company and 75.61% owned by BEA, in each case through East Asia Secretaries (BVI) Limited (“**East Asia Secretaries**”).

The board of directors of the Company (the “**Board**”) wishes to announce that on 5 October 2016, the Company, BEA and East Asia Secretaries entered into a share purchase agreement (the “**Share Purchase Agreement**”) with Trivium Investment Limited (“**Trivium**”), a company which is wholly owned and controlled by Permira funds, for the sale of all the issued shares of Tricor held by East Asia Secretaries to Trivium (the “**Disposal**”). Goldman Sachs acted as sole financial advisor to the Company and BEA in respect of the Disposal.

The consideration for the Disposal is HK\$6,469.7 million payable by Trivium to East Asia Secretaries in cash upon closing of the Disposal.

Each of BEA and the Company has severally unconditionally and irrevocably guaranteed to Trivium (in proportion to their respective interests in Tricor) that East Asia Secretaries will comply with its payment obligations under the Share Purchase Agreement and each transaction document entered into pursuant to the Share Purchase Agreement and/or relating to the Disposal.

Closing of the Disposal is subject to regulatory clearances being obtained from the British Virgin Islands Financial Services Commission, the Autoriti Monetari Brunei Darussalam, the Cayman Islands Monetary Authority, the Securities Commission Malaysia and the United Kingdom Financial Conduct Authority.

The Group is expected to recognize a profit in the amount of approximately HK\$0.9 billion in respect of the Disposal. The profit is calculated with reference to the net sale proceeds attributable to the Group after deducting relevant transaction costs and expenses, and the carrying amount of the investment in Tricor on the book of the Group as at 30 June 2016.

The Board considers that the transaction contemplated by the Share Purchase Agreement is in line with the Company’s focus on long term strategy and would enhance shareholder value of the Company. The share of the cash proceeds attributable to the Company pursuant to the Disposal will be deployed as general working capital and allow the Group to capitalize on new investment opportunities.

The completion of the transaction contemplated under the Share Purchase Agreement is subject to the satisfaction and/or waiver of certain conditions precedent, and therefore may or may not proceed. Accordingly, the issue of this announcement does not in any way imply that the transaction contemplated under the Share Purchase Agreement will be completed. Shareholders of the Company and potential investors are advised to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 5 October 2016

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. Hui Hon Chung, Mr. Cheung Chin Cheung and Mr. Cheng Chi Ming, Brian; (b) the non-executive directors of the Company are Mr. To Hin Tsun, Gerald, Mr. Dominic Lai, Mr. Lam Wai Hon, Patrick and Mr. William Junior Guilherme Doo; and (c) the independent non-executive directors of the Company are Mr. Kwong Che Keung, Gordon, Dr. Cheng Wai Chee, Christopher, The Honourable Shek Lai Him, Abraham, Mr. Lee Yiu Kwong, Alan and Mrs. Oei Fung Wai Chi, Grace.

* *For identification purposes only*