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## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**Meeting**”) of NWS Holdings Limited (the “**Company**”) will be held at Meeting Room S421 (Harbour Road Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Tuesday, 14 August 2018 at 11:30 a.m. for the purpose of considering and, if thought fit, with or without amendments, passing the following resolutions each as an ordinary resolution:

### **ORDINARY RESOLUTIONS**

1. “**THAT:**

- (a) the sale and purchase agreement dated 8 June 2018 (the “**SP Agreement**”) entered into between (i) NWS CON Limited as vendor and (ii) Sherman Drive Limited as purchaser (a copy of which marked “A” has been produced to the Meeting and signed by the chairman of the Meeting for the purpose of identification) in relation to, among other matters, the proposed sale of one share of par value of US\$1 in the capital of Celestial Path Limited, representing the entire issued share capital of Celestial Path Limited, and all transactions contemplated thereunder, details of which are described in the circular of the Company dated 20 July 2018 (a copy of which marked “B” has been produced to the Meeting and signed by the chairman of the Meeting for the purpose of identification) be and are hereby approved, ratified and confirmed;
- (b) the directors of the Company (the “**Directors**”) be and they are hereby authorised, for and on behalf of the Company, to do all such acts and things, to take all such steps and to sign or otherwise execute all such agreements, documents, deeds or instruments as they may in their absolute discretion consider necessary, desirable or expedient in connection with or to implement and/or to give effect to the SP Agreement and the transactions contemplated thereunder and all matters incidental thereto; and

\* For identification purposes only

(c) the Directors be and they are hereby authorised to agree to such variation, amendment, modification and/or waiver of any matters relating to or in connection with the SP Agreement and the transactions contemplated thereunder as are, in their opinion in the interests of the Company and its shareholders as a whole in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other applicable law, rules and regulations.”

2. **THAT** Mr. Ma Siu Cheung be re-elected as Director.
3. **THAT** Mr. Ho Gilbert Chi Hang be re-elected as Director.
4. **THAT** Mr. Chow Tak Wing be re-elected as Director.
5. **THAT** Mr. Wong Kwai Huen, Albert be re-elected as Director.

By order of the board of  
**NWS HOLDINGS LIMITED**  
**Chow Tak Wing**  
*Executive Director and Company Secretary*

Hong Kong, 20 July 2018

*Notes:*

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or (if he is a holder of two or more shares) 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 branch share registrar of the Company in Hong Kong, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof (as the case may be).
3. A form of proxy for use at the Meeting is enclosed. Completion and return of the form of proxy will not preclude you from attending and voting at the Meeting or any adjournment thereof.
4. Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint registered holders are present at the Meeting personally or by proxy, that one of the registered holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
5. In order to determine the entitlement of the shareholders of the Company to attend and vote at the Meeting, the register of members of the Company will be closed from Thursday, 9 August 2018 to Tuesday, 14 August 2018 (both days inclusive) during which period no transfer of shares of the Company will be registered. All properly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 8 August 2018.

6. Voting on the above resolutions will be taken by poll.
7. If a tropical cyclone warning signal no. 8 or above is in force in Hong Kong at any time between 7:30 a.m. to 11:30 a.m. on the date of the Meeting, the Meeting will be automatically postponed to a later date. The Company will post an announcement on its corporate website ([www.nws.com.hk](http://www.nws.com.hk)) and the HKEXnews website ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify its shareholders of the date, time and location of the rescheduled meeting.
8. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
9. As at the date of this notice, (a) the executive Directors are Dr. Cheng Kar Shun, Henry, Mr. Tsang Yam Pui, Mr. Ma Siu Cheung, Mr. Cheung Chin Cheung, Mr. Cheng Chi Ming, Brian, Mr. Mak Bing Leung, Rufin, Mr. Ho Gilbert Chi Hang and Mr. Chow Tak Wing; (b) the non-executive Directors 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 are Mr. Kwong Che Keung, Gordon, Dr. Cheng Wai Chee, Christopher, The Honourable Shek Lai Him, Abraham, Mr. Lee Yiu Kwong, Alan, Mrs. Oei Fung Wai Chi, Grace and Mr. Wong Kwai Huen, Albert.