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 **新世界發展有限公司**  
New World Development Company Limited  
(incorporated in Hong Kong with limited liability)  
**(stock code: 17)**

  
**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)**

**CONNECTED TRANSACTION:  
DISPOSAL OF SUBSIDIARY**

Pursuant to the Agreement, the PRC Party has agreed to purchase and procure its nominee(s) to purchase from NWSPMWZ its 55% equity interest in WZNWT for the Consideration of RMB282.0 million (equivalent to approximately HK\$320.5 million). The respective boards of directors of NWD and NWS are pleased to announce that subsequent to the signing of the Agreement, on 12 March 2010, NWSPMWZ has entered into the Share Transfer Contract with the PRC Party and the Nominee, pursuant to which NWSPMWZ has agreed to sell and the PRC Party and the Nominee have agreed to purchase 30% and 25% respectively of NWSPMWZ's equity interest in WZNWT for the Consideration.

On 12 March 2010, NWSPMWZ, the PRC Party and the Nominee have entered into the Supplemental Contract setting out the arrangement for the payment of the Consideration and the completion date.

The Nominee is a 93.5% owned subsidiary of the PRC Party. As mentioned in the Announcement, upon completion of the Share Transfer Contract, NWS will no longer hold any equity interest in WZNWT.

Reference is made to the joint announcement of NWD and NWS dated 30 September 2009 (“**Announcement**”) in relation to the Disposal. Unless otherwise stated, terms defined in the Announcement have the same meanings when used in this announcement.

Pursuant to the agreement dated 30 September 2009 signed between NWSPMWZ and the PRC Party (“**Agreement**”), the PRC Party has agreed to purchase and procure its nominee(s) to purchase from NWSPMWZ its 55% equity interest in WZNWT for the Consideration of RMB282.0 million (equivalent to approximately HK\$320.5 million). The respective boards of directors of NWD and NWS are pleased to announce that subsequent to the signing of the Agreement, on 12 March 2010, NWSPMWZ has entered into a share transfer contract (“**Share Transfer Contract**”) with the PRC Party and its nominee,

Ngan Tong Company Limited (“**Nominee**”), pursuant to which NWSPMWZ has agreed to sell and the PRC Party and the Nominee have agreed to purchase 30% and 25% respectively of NWSPMWZ’s equity interest in WZNWT for the Consideration.

Under the Share Transfer Contract, the Consideration of RMB282.0 million (equivalent to approximately HK\$320.5 million) shall be paid to NWSPMWZ in cash as to (i) RMB153,818,000 (equivalent to approximately HK\$174.8 million) by the PRC Party and (ii) RMB128,182,000 (equivalent to approximately HK\$145.7 million) by the Nominee.

On 12 March 2010, NWSPMWZ, the PRC Party and the Nominee have entered into a supplemental contract (“**Supplemental Contract**”) setting out the arrangement for the payment of the Consideration and the completion date. On 12 March 2010, NWSPMWZ, the PRC Party, the Nominee and the bank have also entered into an agreement (“**PRC Designated Account Agreement**”) regarding the arrangement for the transfer of the Consideration deposited at the PRC Designated Account (as defined below).

Pursuant to the Supplemental Contract and the PRC Designated Account Agreement, the Consideration of RMB282.0 million (equivalent to approximately HK\$320.5 million) shall be paid in cash by the PRC Party and the Nominee in the following manner:–

- (1) a sum of RMB197.4 million (equivalent to approximately HK\$224.3 million), representing 70% of the Consideration, has been deposited by the PRC Party to a bank account in the PRC designated by NWSPMWZ after the date of the Agreement and upon the hand-over of the management rights of WZNWT to the PRC Party on 13 November 2009;
- (2) a further sum of RMB42.3 million (equivalent to approximately HK\$48.1 million), representing 15% of the Consideration, shall be deposited by the PRC Party and the Nominee to a bank account in the PRC designated by NWSPMWZ within 15 working days from the date of obtaining the approval of the Disposal from Department of Commerce of Zhejiang Province;
- (3) NWSPMWZ shall procure that the 85% of the Consideration deposited at its designated bank account in the PRC as referred to above shall be transferred to a bank account in the PRC (“**PRC Designated Account**”) jointly designated by NWSPMWZ, the PRC Party and the Nominee within 15 working days from the date of approval of the registration of the Disposal by Zhejiang Administration for Industry & Commerce (“**Approval Date**”);
- (4) on the first working day immediately after the PRC Designated Account has been credited with the 85% of the Consideration but not later than 15 working days from the Approval Date, a sum of RMB128,182,000 (equivalent to approximately HK\$145.7 million), representing the consideration payable by the Nominee under the Share Transfer Contract, after deduction of all tax payable by NWSPMWZ under the applicable law, shall be paid in Hong Kong by the Nominee to a bank account in Hong Kong designated by NWSPMWZ; and

(5) on the second working day immediately after the PRC Designated Account has been credited with the 85% of the Consideration but not later than 15 working days from the Approval Date, NWSPMWZ, the PRC Party and the Nominee shall procure the transfer of RMB153,818,000 (equivalent to approximately HK\$174.8 million), representing the consideration payable by the PRC Party under the Share Transfer Contract, in the PRC Designated Account, after deduction of all tax payable by NWSPMWZ under the applicable law, to a bank account in Hong Kong designated by NWSPMWZ and any balance retained in the PRC Designated Account, after the deduction of the payment to NWSPMWZ as mentioned above, shall be refunded in accordance with the terms of the PRC Designated Account Agreement.

If NWSPMWZ delays in procuring the remittance of 85% of the Consideration to the PRC Designated Account as mentioned in paragraph (3) above, the respective dates of the payment of the Consideration by the PRC Party and the Nominee will be extended accordingly.

Except for NWSPMWZ's delay in remitting 85% of the Consideration to the PRC Designated Account, or in performing its other obligations under the Supplemental Contract, completion of the share transfer shall take place on or before 31 March 2010.

#### **INFORMATION ON THE NOMINEE**

The Nominee is principally engaged in trading business. As at the date of this announcement, the Nominee is a 93.5% owned subsidiary of the PRC Party. As mentioned in the Announcement, upon completion of the Share Transfer Contract, NWS will no longer hold any equity interest in WZNWT.

*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 ratio or any other rates at all.*

By order of the board of  
**NEW WORLD DEVELOPMENT COMPANY LIMITED**  
**Leung Chi Kin, Stewart**  
*Company Secretary*

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

Hong Kong, 12 March 2010

*As at the date of this announcement: (a) the executive directors of NWD are Dato' Dr. Cheng Yu Tung, Dr. Cheng Kar Shun, Henry, Dr. Sin Wai Kin, David, Mr. Liang Chong Hou, David, Mr. Leung Chi Kin, Stewart and Mr. Cheng Chi Kong, Adrian; (b) the non-executive directors of NWD are Mr. Cheng Kar Shing, Peter, Mr. Chow Kwai Cheung, Mr. Liang Cheung Biu, Thomas and Ms. Ki Man Fung, Leonie; and (c) the independent non-executive directors of NWD are Mr. Yeung Ping Leung, Howard, Dr. Cha Mou Sing, Payson (alternate director to Dr. Cha Mou Sing, Payson: Mr. Cha Mou Zing, Victor), Mr. Ho Hau Hay, Hamilton and Mr. Lee Luen Wai, John.*

*As at the date of this announcement: (a) the executive directors of NWS 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 NWS 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 NWS are Mr. Kwong Che Keung, Gordon, Mr. Cheng Wai Chee, Christopher and The Honourable Shek Lai Him, Abraham.*

*\* For identification purposes only*