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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: 00659)

ANNOUNCEMENT

PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE

This announcement is made by NWS Holdings Limited (the “**Company**”) pursuant to Rule 3.8 of The Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”).

Reference is made to (i) the joint announcement published by Chow Tai Fook Enterprises Limited (“**CTFE**”), Century Acquisition Limited (the “**Offeror**”), New World Development Company Limited and the Company dated 26 June 2023, (ii) the share option scheme adopted by the Company on 23 November 2021 (the “**NWS Share Option Scheme**”), (iii) the announcements of the Company pursuant to Rule 3.8 of the Takeovers Code published on 27, 28 and 29 June 2023 and 4, 5, 6, 20, 25, 26 and 31 July 2023, and 1, 14, 18, 28 and 31 August 2023, and 12, 15 and 19 September 2023, and 13, 16, 17, 20, 24, 25, 26, 27, 30 and 31 October 2023, and 1 and 3 November 2023 and (iv) the composite offer and response document dated 13 October 2023 jointly issued by CTFE, the Offeror and the Company in relation to the NWS Offers (the “**Composite Document**”). Unless otherwise defined, capitalized terms not defined herein shall have the same meanings ascribed to them in the Composite Document.

UPDATE ON THE NUMBER OF RELEVANT SECURITIES OF THE COMPANY

The Board announces that on 8 November 2023, 18,000 NWS Options granted under the NWS Share Option Scheme had been exercised and allotted pursuant to the rules of the NWS Share Option Scheme.

Details of all classes of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) issued by the Company and the numbers of such securities in issue and outstanding as at the date of this announcement are as follows:

- (a) a total of 3,911,891,349 NWS Shares in issue; and
- (b) a total of 82,715,350 NWS Options with rights to subscribe for an aggregate of 82,715,350 NWS Shares under the NWS Share Option Scheme.

As at the date of this announcement, other than the NWS Options and the NWS ADSs, the Company has no other outstanding securities, options, derivatives or warrants which are convertible or exchangeable into NWS Shares and the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

DEALING DISCLOSURE

The respective associates (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company and the Offeror are hereby reminded to disclose their dealings in the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company under Rule 22 of the Takeovers Code during the NWS Offer Period.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities, including the NWS ADSs, on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities, including the NWS ADSs, should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

Completion of the NWS Share Offer is subject to the Conditions being satisfied or, where applicable, waived. Additionally, completion of the NWS Option Offer is subject to and conditional upon the NWS Share Offer becoming or being declared unconditional in all respects. Accordingly, the NWS Offers may or may not become unconditional. Shareholders and holders of options and other securities of and potential investors in the Company should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

By order of the Board
Tang Wai Yau
Company Secretary

Hong Kong, 8 November 2023

As at the date of this announcement, (a) the executive directors of the Company are Dr. Cheng Kar Shun, Henry, Mr. Ma Siu Cheung, Mr. Ho Gilbert Chi Hang, Dr. Cheng Chi Kong, Adrian, Mr. Cheng Chi Ming, Brian and Mr. Cheng Chi Leong, Christopher; (b) the non-executive directors of the Company are Mr. To Hin Tsun, Gerald, Mr. Dominic Lai and Mr. William Junior Guilherme Doo (alternate director to Mr. William Junior Guilherme Doo: Mr. Lam Wai Hon, Patrick); and (c) the independent non-executive directors of the Company are Mr. Shek Lai Him, Abraham, Mr. Lee Yiu Kwong, Alan, Mrs. Oei Wai Chi Grace Fung, Mr. Wong Kwai Huen, Albert, Professor Chan Ka Keung, Ceajer and Ms. Ng Yuen Ting, Yolanda.

All the directors of the Company jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

**For identification purposes only*