新創建集團有限公司*
NWS Holdings Limited

(incorporated in Bermuda with limited liability)

(stock code: 0659)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of the shareholders of NWS Holdings Limited (the "Company") will be held at Bauhinia Room, Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Thursday, 30 June 2005 at 10:30 a.m. for the purpose of considering, and if thought fit, passing the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. "**THAT**, the master services agreement dated 30 May 2005 entered into between New World Development Company Limited ("NWD") and the Company (the "Master Services Agreement"), a copy of which has been produced to the meeting marked "A" and initialled by the chairman of the meeting for identification purpose, pursuant to which, (a) NWD agrees to, and agrees to procure that members of the NWD Group (as defined in the Master Services Agreement) shall (to the extent practicable), engage the Company and/or its subsidiaries (the "Group") to provide certain operational services and to sell frozen food products to NWD and/or relevant members of the NWD Group and (b) the Company agrees to, and agrees to procure that members of the Group shall (to the extent practicable), engage members of the NWD Group to rent properties and vessels to the Group, and **THAT**, the proposed annual caps in respect of the continuing connected transactions under the Master Services Agreement for each of the three financial years ending 30 June 2008 as set out in the "Letter from the Board" in the circular of the Company dated 15 June 2005 be and are hereby approved, ratified and confirmed, and that the directors of the Company be and are hereby authorised to do such acts and things and execute all such documents which in their opinion may be necessary, desirable or expedient to carry out or give effect to any of the foregoing with such modifications (if any) as they may consider appropriate, and to exercise the powers and rights of the Company in connection therewith."

2. "**THAT**, the proposed new annual caps in respect of the electrical and mechanical engineering services, the facility management services, the property management services and other services (including rental of properties and provision of the management services) under the conditional waiver obtained by the Company from The Stock Exchange of Hong Kong Limited on 8 April 2003 for the year ending 30 June 2005 as set out in the "Letter from the Board" in the circular of the Company dated 15 June 2005 be and are hereby approved, ratified and confirmed, and that the directors of the Company be and are hereby authorised to do such acts and things and execute all such documents which in their opinion may be necessary, desirable or expedient to carry out or give effect to any of the foregoing with such modifications (if any) as they may consider appropriate, and to exercise the powers and rights of the Company in connection therewith."

By Order of the Board
Chow Tak Wing
Company Secretary

Hong Kong, 15 June 2005

Notes:

1. A member entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.

2. In order to be valid, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a copy of such authority notarially certified, must be deposited at the office of the Company's branch share registrars in Hong Kong, Standard Registrars Limited, at G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the meeting or adjourned meeting, as the case may be. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof.

3. 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, then one of the registered holders so present whose name stands first on the Company's register of members in respect of such share will alone be entitled to vote in respect thereof.

As at the date of this announcement: (a) the executive directors of the Company are Dr. Cheng Kar Shun, Henry, Mr. Doo Wai Hoi, William, Mr. Chan Kam Ling, Mr. Tsang Yam Pui, Mr. Wong Kwok Kin, Andrew, Mr. Lam Wai Hon, Patrick and Mr. Cheung Chin Cheung; (b) the non-executive directors of the Company are 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 the Company are Mr. Kwong Che Keung, Gordon, Mr. Cheng Wai Chee, Christopher and The Honourable Shek Lai Him, Abraham.

* *For identification purposes only*

Please also refer to the published version of this announcement in the ***(The Standard)***