

Lynda Ngan Man Ying

寄件者: Chin Man Leung [REDACTED]
寄件日期: Thursday, May 15, 2008 16:59
收件者: Lynda Ngan Man Ying
副本: adrian.cheng
主旨: Re:

Dear Lynda,

Superb. Many thanks, and see you later.

Cheers,
CM

2008/5/14 Lynda Ngan Man Ying <[REDACTED]@nwcl.com.hk>:
Dear CM,

It's great pleasure to meet you this afternoon. Let's pop up for drinks or so when you are back from your State's trip. See below the various links for your browsing.

Best regards,
Lynda

<http://www.nwcl.com.hk/schi/index.asp> - NWCL Website

<http://www.hkexnews.hk/listedco/listconews/sehk/20071030/LTN20071030277.HTM> - 2007 Annual Report

<http://www.hkexnews.hk/listedco/listconews/sehk/20080328/LTN20080328212.pdf> - 2008 Interim Report

Lynda Ngan Man Ying

寄件者: Chin Man Leung [REDACTED]
寄件日期: Saturday, June 28, 2008 6:32
收件者: Lynda Ngan Man Ying
主旨: Re: Your appointment

Dear Lynda,

Like you and, I am sure, Adrian as well, I have been waiting for the government's decision earnestly during this time. My application has been with the government for more than a month now, and I expect the outcome be known in about a week's time or so. I am currently in New York but have asked government colleagues to keep me informed by email. I will return to HK on 9 July by which time I would think the result would have been known. I will inform you immediately upon receipt of news. Please brief Adrian about the matter. Many thanks again for bringing up the matter in good time.

Warm regards,
JM

2008/6/26 Lynda Ngan Man Ying <[REDACTED]@nwcl.com.hk>:
Dear CM,

How's things? Has SAR govt's approval been sought? It's time to prepare your employment contract and to draft press announcement regarding your appointment.

Regards,
Lynda

From: Chin Man Leung [mailto:[REDACTED]]
Sent: Thursday, May 15, 2008 4:59 PM
To: Lynda Ngan Man Ying
Cc: adrian.cheng
Subject: Re:

Dear Lynda,

Superb. Many thanks, and see you later.

Cheers,
CM

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Annual Report

<http://www.hkexnews.hk/listedco/listconews/sehk/20080328/LTN20080328212.pdf> - 2008
Interim Report

Lynda Ngan Man Ying

寄件者: Chin Man Leung [REDACTED]
寄件日期: Saturday, June 28, 2008 6:40
收件者: Lynda Ngan Man Ying
主旨: Re: Your appointment

Dear Lynda,

Further to my earlier mail, I should let you know that my US phone no. is [REDACTED]. Please feel free to call me if necessary (My time here is of course exactly the opposite of yours in HK). By the way, you know, I am rather tired of the busy life here in the middle of Manhattan and really look forward to returning home!

CM

2008/6/26 Lynda Ngan Man Ying <[REDACTED]@nwcl.com.hk>:
Dear CM,

How's things? Has SAR govt's approval been sought? It's time to prepare your employment contract and to draft press announcement regarding your appointment.

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Lynda

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Sent: Thursday, May 15, 2008 4:59 PM
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Cc: adrian.cheng
Subject: Re:

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Lynda Ngan Man Ying

寄件者: Chin Man Leung [REDACTED]
寄件日期: Sunday, July 13, 2008 22:56
收件者: Lynda Ngan Man Ying
主旨: Urgent: Contract terms and way forward

Dear Lynda,

My email is live again! I spoke with Adrian last Friday. As he might have told you, we agreed to have lunch on the 23rd of this month, at which we will finalise the terms of my employment and that, in the mean time, you and I will work out the terms of my contract and kick start the process of my joining NWCL. I requested Adrian to let you know whatever particular provisions or ideas he might have in mind for inclusion in the contract.

As our lunch with Adrian is just 10 days away, could I suggest we meet these two days for a detailed discussion? I would appreciate if you could find a time slot that is convenient to you for this purpose. I am happy to come to your office or anywhere that you would prefer. (By the way, I do not really have any one in mind to work as my secretary, but let us discuss). Perhaps you could give me a call?

Many thanks again for all your help!

CM

Lynda Ngan Man Ying

寄件者: Chin Man Leung [REDACTED]
寄件日期: Monday, July 14, 2008 22:50
收件者: Lynda Ngan Man Ying
主旨: Re: Urgent: Contract terms and way forward

Dear Lynda,

Thanks for your mail. As regards the draft contract, you may be interested to know that after I have informed the government about the actual date of my appointment, my position and *duties* will be included in a record available for public inspection (up to 6 Jan 2009). To facilitate the approval of my application by the independent committee and *broadly* in line with the understanding between me and Henry, I have stated my duties in NWCL as follows:

- (a) develop design and construction modules for projects in different cities in China;
- (b) identify ways in constructing environmentally friendly and sustainable buildings in China;
- (c) set up a comprehensive procurement system in China; and
- (d) provide general support for the administration of the regional offices in China.

I am not sure how detailed my duties will be described in the contract but I would hope we can couch it in general terms, neither specifying nor conflicting with the four items above. This approach, I believe, will provide the necessary flexibility in terms of my actual work after joining NWCL. (The same point applies to any public announcement to be made about my appointment). After all, government's publication of my appointment will cease and lapse in Jan 2009. Indeed, I would take quite a bit of time to understand the company's systems and operations in China, and one (government and public) will really fuss about the substance of my work in the initial months.

I hope the above information will be of use to you in drafting the contract. If you have any question on government's position regarding my employment, please give me a shout!

Ever,
CM

208/7/13 Lynda Ngan Man Ying <[REDACTED]@nwcl.com.hk>:
Dear CM,

Will get back to you with draft contract ASAP.

Thanks,
Lynda

From: Chin Man Leung [mailto:[REDACTED]]
Sent: Sunday, July 13, 2008 10:56 PM
To: Lynda Ngan Man Ying
Subject: Urgent: Contract terms and way forward

Dear Lynda,

My email is live again! I spoke with Adrian last Friday. As he might have told you, we agreed to

20-3-2009

have lunch on the 23rd of this month, at which we will finalise the terms of my employment and that, in the mean time, you and I will work out the terms of my contract and kick start the process of my joining NWCL. I requested Adrian to let you know whatever particular provisions or ideas he might have in mind for inclusion in the contract.

As our lunch with Adrian is just 10 days away, could I suggest we meet these two days for a detailed discussion? I would appreciate if you could find a time slot that is convenient to you for this purpose. I am happy to come to your office or anywhere that you would prefer. (By the way, I do not really have any one in mind to work as my secretary, but let us discuss). Perhaps you could give me a call?

Many thanks again for all your help!

CM

Lynda Ngan Man Ying

寄件者: Chin Man Leung [REDACTED]
寄件日期: Sunday, July 20, 2008 23:31
收件者: Lynda Ngan Man Ying
主旨: My bio data
附件: BIO of CM.docx

Lynda,

As promised, I attach my bio data for the public notice of my appointment you will be preparing. Please let me know if you do not know the Chinese translation of some of the terms therein.

As you will have noticed, none of the two non-executive directorships that I hold has any conflict of interest with my appointment. In fact, I did mention these appointments to Henry and he has no objection to it. (I will resign, next week, from the non-executive directorship that I hold with a China-based property company planning for IPO in HK later this year).

Meanwhile, I would like to confirm that I accept the terms contained in the draft offer letter that you mailed to me the other day. I hope Henry is amenable to the post title "Executive Director and Deputy Managing Director", which will facilitate my dealing with the regional managers and, for that matter, other colleagues in the company. An added advantage of this post title is that it will give some meaning to the Chinese title of my fair assistant (she will be an assistant GM though there will be no GM in the organisation!).

CM

Mr. LEUNG Chin Man, JP, aged 62, graduated from the University of London with a first class honours degree in philosophy in 1974. Mr. Leung served in the government of Hong Kong for more than 30 years, having worked in a wide range of departments including the Home Affairs Department, Finance Branch and the Independent Commission Against Corruption. Other positions he held include Deputy Secretary for Constitutional Affairs, Director of the Hong Kong Economic and Trade Office in Toronto, and Director of Buildings. In mid-2002, Mr. Leung was appointed as the Permanent Secretary for Housing, Planning and Lands (Housing) with the additional portfolio as the Director of Housing. Mr. Leung retired from the civil service in January 2007. Mr. Leung is currently a non-executive director of Trust Company International*, a subsidiary of Trust Company Limited which is a publicly listed trust company in Australia. Mr. Leung is also a non-executive director of PuraPharm Corporation Limited (培力國際有限公司), which is engaged in Chinese medicine business in Hong Kong and China.

(*No Chinese name for this company)

Lynda Ngan Man Ying

寄件者: Chin Man Leung [REDACTED]
寄件日期: Tuesday, July 22, 2008 21:40
收件者: Lynda Ngan Man Ying
主旨: Re: Appointment
附件: Appointment_of_director, NWCL.doc; Appointment_of_director_(Chinese).doc

Dear Lynda,

Many thanks for preparing these tedious documents!

I have slightly amended the draft English/Chinese press announcements, which I attach. I believe the Chinese translation of "Deputy" should be "副" instead of "助理" which is "Assistant". Is this amendment OK? I assume Henry has no difficulty with the title of Deputy MD.

You will notice that I prefer to declare my two non-executive directorships (but I need to confirm this with the companies concerned as a matter of courtesy). Meanwhile, my answers to the two questions you raised are in the negative (as reflected in the amended drafts).

I have filled in Form B as a draft, which I will give to you over lunch tomorrow.

I have just one question (not suitable for mention at our lunch) i.e. whether the director's fee is in addition to my basic salary and, if so, what is the amount (all EDs collect the same fee?).

Many thanks again, Lynda.

Ever,
CM

2008/7/22 Lynda Ngan Man Ying [REDACTED]@nwcl.com.hk>:

Dear CM,

Please find attached the following for your perusal:

1. Employment letter
2. ED contract
3. Draft press announcement (English and Chinese version)
4. Form B (to be submitted to Stock Exchange ASAP once you are appointed)

Please note that we have to confirm the following information to be included in the press announcement:

1. Directorship in any listed companies held during the past three year before date of of appointment - I suppose the answer is None, right?

20-3-2009

2. Any interests in shares of New World China Land and its associated corp including New World Development, NWS Holdings, Taifook Securities as at the date of appointment.

Since the Trust Company International's subsidiary and the PuraPharm are not listed companies and these appointments are not required to disclose in announcement according to listing rules. It is up to you to decide whether you would like to disclose them voluntarily.

Re Form B, please use the attached as draft form, we will fill up an original form for you later on.

Should you have any question regarding the above, please feel free to contact me.

Best regards,

Lynda



New World China Land Limited

新世界中國地產有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 917)

Appointment of Executive Director

The board of directors (the "Board") of New World China Land Limited (the "Company") is pleased to announce that Mr. Leung Chin-man, *JP* ("Mr. Leung") was appointed as an Executive Director and Deputy Managing Director of the Company with effect from 1st August 2008.

Mr. Leung, aged 62, graduated from the University of London with a first class honours degree in philosophy in 1974. Mr. Leung has served in the government of Hong Kong for more than 30 years, having worked in a wide range of departments including the Home Affairs Department, Finance Branch and the Independent Commission Against Corruption. He has worked as Deputy Secretary for Constitutional Affairs, Director of the Hong Kong Economic and Trade office in Toronto, and Director of Buildings. In mid-2002, Mr. Leung was appointed as the Permanent Secretary for House, Planning and Lands (Housing) with the additional portfolio as Director of Housing. Mr. Leung retired from the civil service in January 2007. He is currently a non-executive director of Trust Company International, a subsidiary of Trust Company Limited which is a publicly listed trust company in Australia. Mr. Leung is also a non-executive director of PuraPharm Corporation Limited, which is engaged in Chinese medicine business in Hong Kong and China. Mr. Leung has not held any directorship in any listed public company during the past three years.

The appointment of Mr. Leung shall be for an initial term of three years, subject to re-election by shareholders in accordance with the Company's articles of association. Mr. Leung will receive a director's fee as determined by the Board with the authorization granted by the shareholders of the Company at an annual general meeting. He will receive emoluments which comprise an annual salary package of HK\$3,120,000 and be entitled to a discretionary bonus. Such emolument has been determined with reference to his duties and responsibility with the Company and the Company's remuneration policy.

Ms. Leung is not connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the date hereof, Mr. Leung does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save for the information set out above, there is no other information to be disclosed pursuant to any of the requirement of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company in relation to his appointment.

The Board wishes to take this opportunity to welcome Mr. Leung to join the Board of the Company.

By Order of the Board
Ngan Man-ying, Lynda
Company Secretary

Hong Kong, 1st August 2008

At the date of this announcement, the Board of the Company comprises (a) ten executive directors, namely Dr. Cheng Kar-shun, Henry, Mr. Doo Wai-hoi, Willian, Mr. Cheng Kar-shing, Peter, Mr. Cheng Chi-kong, Adrian, Mr. Leung Chi-kin, Stewart, Mr. Chow Kwai-cheung, Mr. Chow Yu-chun, Alexander, Mr. Fong Shing-kwong, Michael, Ms. Ngan Man-ying, Lynda and Mr. Leung Chin-man; (b) a non-executive director, namely Mr. Fu Sze-shing; and (c) three independent non-executive directors, namely, Mr. Cheng Wai-chee, Christopher, Mr. Tien Pei-chun, James and Mr. Lee Luen-wai, John.

The announcement is published on the websites of the Company (www.nwcl.com.hk) and The Stock Exchange of Hong Kong Limited (www.hkexnews.hk).



New World China Land Limited 新世界中國地產有限公司

(於開曼群島註冊成立之有限公司)

(股份代號：917)

委任執行董事

新世界中國地產有限公司(「本公司」)董事會(「董事會」)欣然宣佈梁展文太平紳士(「梁先生」)獲委任為本公司的執行董事及副董事總經理，自2008年8月1日起生效。

梁先生，62歲，1974年獲頒倫敦大學哲學系一級榮譽學士學位。梁先生曾於香港政府不同部門工作超過三十多年，當中包括政務司署、財政科及廉政公署。梁先生亦曾擔任副憲制事務司、香港駐多倫多經濟及貿易辦事處處長及屋宇署署長。於2002年中，梁先生獲委任為房屋及規劃地政局(房屋)常任秘書長，並兼任房屋署署長。梁先生於2007年1月退休，離開公務員職系。現為Trust Company International之非執行董事，一間於澳洲上市的基金公司Trust Company Limited的附屬公司。梁先生現亦擔任培力國際有限公司的非執行董事，該公司主要於香港及中國從事中醫藥業務。梁先生於過去三年內並無於其他上市公司擔任任何董事職務。

梁先生之委任初步為期三年，惟須根據本公司的公司章程由股東重選。梁先生將獲取董事袍金，袍金由董事會根據本公司股東於股東週年大會上授出的授權而釐定。彼將獲取的酬金包括年薪3,120,000港元，並有權收取酌情花紅。酬金乃根據彼於本公司承擔的職務及責任以及本公司的薪酬政策而釐定。

梁先生與本公司任何董事、高級管理人員、主要股東或控股股東並無關連。於本公告日期，梁先生並無於本公司中擁有根據證券及期貨條例第XV部所定義的任何權益。

除上述資料外，並無其他根據上市規則第13.51(2)條規定須予披露的資料，亦無其他與是次委任董事有關的事宜須知會股東。

董事會謹此歡迎梁先生加入本公司董事會。

承董事會命
顏文英
公司秘書

香港,2008年8月1日

於本公告日期，本公司董事會成員包括(a)十位執行董事，分別為鄭家純博士、杜惠愷先生、鄭家成先生、鄭志剛先生、梁志堅先生、周桂昌先生、周宇俊先生、方承光先生、顏文英小姐及梁展文先生；(b)非執行董事符史聖先生；及(c)三位獨立非執行董事，分別為鄭維志先生、田北俊先生及李聯偉先生。

本公告於本公司網站 (www.nwcl.com.hk) 及香港聯合交易所網站 (www.hkexnews.hk) 刊發。

Lynda Ngan Man Ying

寄件者: Chin Man Leung [REDACTED]
寄件日期: Tuesday, July 22, 2008 22:55
收件者: Lynda Ngan Man Ying
主旨: Re: Appointment

Dear Lynda,

Further to my earlier mail, there is one further amendment to the Chinese version of the press announcement: 2nd para. line 6 - "基金公司" should be "信託公司". Thanks!

CM

2008/7/22 Lynda Ngan Man Ying <[REDACTED]@nwcl.com.hk>:

Dear CM,

Please find attached the following for your perusal:

1. Employment letter
2. ED contract
3. Draft press announcement (English and Chinese version)
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Please note that we have to confirm the following information to be included in the press announcement:

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Re Form B, please use the attached as draft form, we will fill up an original form for you later on.

Should you have any question regarding the above, please feel free to contact me.

Best regards,

Lynda

[] July 2008

Mr. Leung Chin Man

Dear Mr. Leung,

Re: New World China Land Limited (the “Company”)

We wish to confirm with you that your terms as an executive director of the Company commenced from 1st August 2008 and for a period of three years.

Your appointment is subject to the following terms and conditions:

- (1) Duty – you shall serve the Company as an executive director and shall devote all your skill to the discharge of duties of your office as an executive director of the Company.
- (2) Term – your term of appointment shall be for a period of three years subject to the retirement and reappointment provisions in the articles of association of the Company.
- (3) Remuneration – you shall receive an annual director fee which shall be reviewed annually by the Remuneration Committee and also subject to authorisation given by the shareholders in annual general meetings and be finally determined by the board of directors of the Company (the “Board”).
- (4) Termination – the Company or you may notwithstanding the terms herein give to the other party not less than three months notice in writing to determine the appointment herein and upon termination neither party shall have any further obligation or claim towards the other.
- (5) Confidentiality – you shall treat as confidential all information supplied to you whether orally or in writing and shall not disclose such information to any third party unless required by law or under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Should you agree to the above terms and conditions, please sign and return the original of this appointment letter to us for completion of our records and you may keep the duplicate copy for your record.

Yours sincerely,
For and on behalf of
NEW WORLD CHINA LAND LIMITED

Joanne Ma
Manager - Human Resources and Administration

Accepted by:

Leung Chin Man



New World China Land Limited 新世界中國地產有限公司

(於開曼群島註冊成立之有限公司)

(股份代號：917)

委任執行董事

新世界中國地產有限公司(「本公司」)董事會(「董事會」)欣然宣佈梁展文太平紳士(「梁先生」)獲委任為本公司的執行董事及助理董事總經理，自2008年8月1日起生效。

梁先生，62歲，1974年於倫敦大學哲學系畢業，持有一級榮譽學士學位。梁先生曾於香港政府不同部門工作超過三十多年，當中包括民政事務總署、財經局及廉政公署。梁先生亦曾擔任政制事務局助理秘書長、香港駐多倫多經濟及貿易辦事處處長及房屋署署長。於2002年中，梁先生獲委任為房屋及規劃地政局(房屋)常任秘書長，並為房屋署董事。梁先生於2007年1月退休，離開公務員職系。現為Trust Company International之非執行董事，一間於澳洲上市的基金公司Trust Company Limited的附屬公司。梁先生現亦擔任培力國際有限公司的非執行董事，該公司主要於香港及中國從事中醫藥業務。梁先生於過去三年內並無於其他上市公司擔任任何董事職務。

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梁先生與本公司任何董事、高級管理人員、主要股東或控股股東並無關連。於本公告日期，梁先生並無於本公司中擁有根據證券及期貨條例第XV部所定義的任何權益。

除上述資料外，並無其他根據上市規則第13.51(2)條規定須予披露的資料，亦無其他與是次委任董事有關的事宜須知會股東。

董事會謹此歡迎梁先生加入本公司董事會。

承董事會命
顏文英
公司秘書

香港,2008年8月1日

於本公告日期, 本公司董事會成員包括(a)十位執行董事, 分別為鄭家純博士、杜惠愷先生、鄭家成先生、鄭志剛先生、梁志堅先生、周桂昌先生、周宇俊先生、方承光先生、顏文英小姐及梁展文先生; (b)非執行董事符史聖先生; 及(c)三位獨立非執行董事, 分別為鄭維志先生、田北俊先生及李聯偉先生。

本公告於本公司網站 (www.nwcl.com.hk) 及香港聯合交易所網站 (www.hkexnews.hk) 刊發。



New World China Land Limited

新世界中國地產有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 917)

Appointment of Executive Director

The board of directors (the "Board") of New World China Land Limited (the "Company") is pleased to announce that Mr. Leung Chin-man, *JP* ("Mr. Leung") was appointed as an Executive Director and Deputy Managing Director of the Company with effect from 1st August 2008.

Mr. Leung, aged 62, graduated from the University of London with a first class honours degree in philosophy in 1974. Mr. Leung has served in the government of Hong Kong for more than 30 years, having worked in a wide range of departments including the Home Affairs Department, Finance Branch and the Independent Commission Against Corruption. He has worked as Deputy Secretary for Constitutional Affairs, Director of the Hong Kong Economic and Trade office in Toronto, and Director of Buildings. In mid of 2002, Mr. Leung was appointed as the Permanent Secretary for House, Planning and Lands (Housing) with additional portfolio as the Director of Housing. Mr. Leung retired from the civil service in January 2007. He is currently a non-executive director of Trust Company International, a subsidiary of Trust Company Limited which is a publicly listed trust company in Australia. Mr. Leung is also a non-executive director of PuraPharm Corporation Limited, which is engaged in Chinese medicine business in Hong Kong and China. [Mr. Leung had not held any directorship in any listed public company during the past three years.]

The appointment of Mr. Leung shall be for an initial term of three years, subject to re-election by shareholders in accordance with the Company's articles of association. Mr. Leung will receive director's fee as determined by the Board with the authorization granted by the shareholders of the Company at an annual general meeting. He will receive emoluments which comprise an annual salary package of HK\$3,120,000 and be entitled to a discretionary bonus. Such emolument has been determined with reference to his duties and responsibility with the Company and the Company's remuneration policy.

Ms. Leung is not connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company. [As at the date hereof, Mr. Leung does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.]

Save for the information set out above, there is no other information to be disclosed pursuant to any of the requirement of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company in relation to his appointment.

The Board wishes to take this opportunity to welcome Mr. Leung to join the Board of the Company.

By Order of the Board
Ngan Man-ying, Lynda
Company Secretary

Hong Kong, 1st August 2008

At the date of this announcement, the Board of the Company comprises (a) ten executive directors, namely Dr. Cheng Kar-shun, Henry, Mr. Doo Wai-hoi, Willian, Mr. Cheng Kar-shing, Peter, Mr. Cheng Chi-kong, Adrian, Mr. Leung Chi-kin, Stewart, Mr. Chow Kwai-cheung, Mr. Chow Yu-chun, Alexander, Mr. Fong Shing-kwong, Michael, Ms. Ngan Man-ying, Lynda and Mr. Leung Chin-man; (b) a non-executive director, namely Mr. Fu Sze-shing; and (c) three independent non-executive directors, namely, Mr. Cheng Wai-chee, Christopher, Mr. Tien Pei-chun, James and Mr. Lee Luen-wai, John.

The announcement is published on the websites of the Company (www.nwcl.com.hk) and The Stock Exchange of Hong Kong Limited (www.hkexnews.hk).

Declaration and Undertaking with regard to Directors

董事的聲明及承諾

Form B

B表格

NOTES:

附註：

- (1) *Every person required to lodge this Form with The Stock Exchange of Hong Kong Limited must complete Part 1 and Part 2 herein. Part 3(A) need be completed only if the issuer is a new applicant or continues to retain a sponsor. Part 3(B) must be completed whenever this Form is required.*
按規定須將本表格呈報香港聯合交易所有限公司的任何人士，均須填寫第一及第二部份，第三A部份，只有在發行人為新申請人或持續聘用保薦人的情況下，才須填報。至於第三B部份，按規定須呈報本表格的，均必須填報。
- (2) *Please answer all questions, and if a question is answerable in the negative, please answer "No". Please make your answers as specific as possible. Do not leave any section blank.*
請回答所有問題，如問題的答案為否定者，請答「否」。填報的答案務請盡量明確，請勿漏空任何部份。
- (3) *If insufficient space is provided for completion of any question, additional information may be entered on a separate sheet of paper duly signed and attached.*
如供回答問題的空位不敷應用，請另紙填寫，並妥為簽署，然後緊釘在本表格之上。
- (4) *In this Form, the term "company" includes any body corporate or corporation wherever incorporated or otherwise established, the term "issuer" shall mean the company or other legal person in respect to which this Form is to be lodged, and the term "director" includes a member of the board of directors or any person holding an analogous office in a foreign company and a person in accordance with whose directions or instructions the company's directors are or were accustomed to act.*
在本表格內，「公司」一詞包括在任何地方註冊或以其他方式成立的法人團體或公司；「發行人」一詞指與呈報本表格有關的公司或其他法人；而「董事」一詞包括董事會成員或在外國公司擔任類似職位的任何人士，以及公司董事現時或以前慣常遵從其指引或指示行事的人士。
- (5) *Every person required to lodge this Form must execute the declaration in Part 1 as a statutory declaration.*
按規定須呈報本表格的任何人士，必須以法定聲明的形式簽署第一部份的聲明。
- (6) *Unless the context otherwise requires, questions included in this Form are intended to apply to acts done or matters occurring anywhere, whether in or outside Hong Kong, and should not be construed to have any territorial limit. All ordinances referred to herein are Hong Kong ordinances.*
除非內文另有規定，本表格中的所有問題涵蓋香港及世界任何地方的所有行為或事項，且不應解釋為具有任何地籍限制。本表格所提及的所有條例均為香港的條例。
- (7) *The failure of any person required to lodge this Form to complete Part 1 of this Form B truthfully, completely and accurately, or the failure to execute Part 2 of this Form or to observe any of the undertakings made under that Part, constitutes a breach of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. In addition, pursuant to the Crimes Ordinance, any person who knowingly and wilfully makes a statement false in a material particular in Part 1 of this Form (being a statutory declaration) commits an offence, and if prosecuted, shall be liable on conviction upon indictment to imprisonment for 2 years and to a fine.*
如任何人士沒有真實地、完整地及準確地填報本表格B的第一部份，或沒有簽署本表格的第二部份，或沒有遵守該部份（即第二部份）所載列的承諾，則屬違反《香港聯合交易所有限公司證券上市規則》。此外，依據《刑事罪行條例》，任何人士就本表格第一部份（屬法定聲明）的重要事項，明知並故意地作出虛假聲明的，即屬犯法，若遭檢控，一經定罪，可被判入獄兩年及處以罰款。
- (8) *If you have any doubt as to how any part of this Form should be executed, you should consult your solicitor or legal advisers.*
若對如何填報本表格的任何部份有任何疑問，請徵詢閣下的律師或法律顧問的意見。

(9) To the extent that this form is required to be signed by the sponsor, the Exchange expects that it would usually be signed by the Principal/s who has/have been most actively involved in the work undertaken by the sponsor. However, notwithstanding who signs this form on behalf of the sponsor, the Management (as defined in the Commission's Guidelines for Sponsors and Compliance Advisers) of the sponsor will be ultimately responsible for supervision of the work carried out by the sponsor firm and quality assurance in respect of that work. The Exchange reminds sponsors of their obligations to have effective internal systems and controls and proper supervision and oversight including but not limited to those obligations under the Commission's Guidelines for Sponsors and Compliance Advisers.

只要此表格是規定須由保薦人簽署，本交易所認為，此表格通常須由一直最積極參與保薦人工作的主事人簽署。不過，無論是誰代表保薦人簽署此表格，保薦人的管理層（定義見證監會《適用於保薦人及合規顧問的指引》）須就保薦人公司工作的監督及質素保證負有最終責任。本交易所提醒保薦人：其有責任設立有效的內部系統及監控，並作出妥善的監督及監管；有關責任包括但不限於證監會《適用於保薦人及合規顧問的指引》所載的責任。

Part 1
第一部份

DECLARATION
聲 明

1. State:-
請填報：—

in English
英文

in Chinese
中文

- (a) present surname and any former surname(s) :
現時姓氏及任何前度姓氏 :
- (b) alias, if any :
別名，如有 :
- (c) present forename(s) and any former forename(s) :
現時名字及任何前度名字 :
- (d) date of birth :
出生日期 :
- (e) residential address :
住址 :
- (f) nationality and former nationality, if any :
國籍及前度國籍，如有 :
- (g) professional qualifications, if any :
專業資格，如有 :
- (h) Hong Kong ID number, or, if none,
passport number and place of issue :
香港身份證號碼，如無，則請列明護照號碼
及簽發地點 :
- (i) name of issuer :
發行人名稱 :

2. Are you a director of any company?
閣下是否任何公司的董事？

.....
If so, state the name of each such company, its place of incorporation, the nature of its business and the date of commencement of your directorship in such company.
如是：請填報各公司的名稱、其成立的地點、其業務性質；以及閣下在該公司開始出任董事的日期。

.....
Note: (1) You may exclude dormant companies from this disclosure.

附註：閣下可不填報暫無營業的公司。

(2) Where a company of which you are a director has securities listed on The Stock Exchange of Hong Kong Limited, the name of any subsidiary company of which you are also a director need not be stated.
如閣下擔任董事的公司的證券在香港聯合交易所有限公司上市，則毋須列明閣下亦為董事的任何附屬公司的名稱。

3. Have you at any time been adjudged bankrupt or insolvent?
閣下曾否被裁定破產或無償債能力？

.....
If so, state the Court by which you were adjudged bankrupt or insolvent and, if discharged, the date and conditions on which you were granted your discharge.
如是：請填報裁定閣下破產或無償債能力的法院名稱；如破產或無償債能力的裁定已被撤銷，則請列明該裁定被撤銷的日期及條件。

4. Have you at any time been a party to a deed of arrangement or entered into any other form of arrangement or composition with your creditors?
閣下曾否為償還債務安排協議的其中一方，或曾否與債權人達成任何其他形式的償還債務安排或債務重整協議？

.....
If so, give full particulars.
如是，請詳細說明。

5. Are there any unsatisfied judgments or court orders of continuing effect against you?
閣下現時是否仍有未償還經法院裁定的債項或受仍然有效的法院命令所限制？

.....
If so, give full particulars.
如是，請詳細說明。

6. Has any company been dissolved or put into liquidation (otherwise than by a members' voluntary winding up when the company was solvent) or bankruptcy or been the object of an analogous proceeding, or entered into any form of arrangement or composition with creditors, or had a receiver, trustee or similar officer appointed over it during the period when you were one of its directors or within 12 months after your ceasing to act as one of its directors?

曾否有任何公司：在閣下擔任該公司董事期間，或在閣下停止擔任其董事後的十二個月內，被解散或清盤（在公司仍有償債能力時由股東自願提出自動清盤者除外）或破產或成為類似程序的對象，或與債權人達成任何形式的償還債務安排協議或債務重整協議，或曾否有破產管理人、受託人或類似的人員被委任接管該公司？

.....
If so, give full particulars, including the name of the company, its place of incorporation or establishment, the nature of its business, the nature of the proceeding involved, the date of commencement of the proceeding, and the amounts involved together with an indication of the outcome or current position of the proceeding.

如是，請詳細說明，包括該等公司的名稱、註冊或成立的地點、業務性質、所牽涉的程序性質、程序開始日期，以及所牽涉的款額，並說明有關程序的結果或現時情況。

7. Have you been convicted of any offence:-
閣下曾否：—

(a) involving fraud, dishonesty or corruption;
被裁定觸犯涉及欺詐、不誠實或貪污的罪行；

.....
(b) under the Companies Ordinance, the Bankruptcy Ordinance, the Banking Ordinance, the Securities and Futures Ordinance, the repealed Protection of Investors Ordinance, the repealed Securities Ordinance, the repealed Securities (Disclosure of Interests) Ordinance or any Ordinance relating to taxation, or any comparable legislation of other jurisdictions; or
根據《公司條例》、《破產條例》、《銀行業條例》、《證券及期貨條例》、已廢除的《保障投資者條例》、已廢除的《證券條例》、已廢除的《證券(披露權益)條例》、或任何與稅務有關的條例，或其他司法管轄區的任何類似法例而被裁定有罪；或

.....
(c) in respect of which you have, within the past 10 years, been sentenced as an adult to a period of imprisonment of six months or more, including suspended or commuted sentences?
在過去十年期間，以成人身份被裁定有罪，而又被判處監禁六個月或以上，包括緩刑或減刑？

.....
If so, give full particulars, including details of (i) each such offence, (ii) the court by which you were convicted, (iii) the date of conviction, and (iv) the penalty imposed.

如是，請詳細說明，包括以下各項的詳情：(i)各項罪行、(ii)裁定閣下有罪的法院名稱、(iii)定罪日期，以及(iv)所遭受的刑罰。

.....
Note: Certain convictions may come within the provisions of the Rehabilitation of Offenders Ordinance or comparable legislation of other jurisdictions. In such cases, the relevant conviction need not be disclosed.

附註：若干定罪可能屬於《罪犯自新條例》或其他司法管轄區的類似法例的規定範圍。在此情況下，有關的定罪則毋須披露。

8. (a) (i) Have you been identified as an insider dealer pursuant to Parts XIII or XIV of the Securities and Futures Ordinance or the repealed Securities (Insider Dealing) Ordinance at any time?
閣下曾否在任何時候遭援引《證券及期貨條例》第XIII或XIV部或已廢除的《證券(內幕交易)條例》而被指為內幕交易者？

- (ii) Has any company with which you were or are connected (as such expression is defined in Parts XIII or XIV of the Securities and Futures Ordinance or the repealed Securities (Insider Dealing) Ordinance) or any company for which you act or have acted as an officer been identified as an insider dealer pursuant to Parts XIII or XIV of the Securities and Futures Ordinance or the repealed Securities (Insider Dealing) Ordinance at any time during the period when you were connected and/or acted as an officer?

與閣下過去或現時有關連的任何公司(按《證券及期貨條例》第XIII或XIV部或已廢除的《證券(內幕交易)條例》所界定)、或閣下過去或現時曾以高級人員身份行事的任何公司、曾否在閣下與其有關連的期間、及/或以其高級人員身份行事的期間、遭援引《證券及期貨條例》第XIII或XIV部或已廢除的《證券(內幕交易)條例》而被指為內幕交易者？

- (b) (i) Have you been found guilty of or been involved in insider dealing, or been held by any Court or competent authority to be in breach of any securities or financial markets laws, rules or regulations including any rules and regulations of any securities regulatory authority, stock exchange or futures exchange at any time?

閣下曾否在任何時候被裁定觸犯內幕交易罪或牽涉內幕交易、或遭任何法院或主管當局裁定違反任何證券或金融市場法例、規則或規例(包括任何證券監管機構、證券交易所或期貨交易所的任何規則及規例)？

- (ii) Has any company in which you were or are a controlling shareholder (as such term is defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) or were or are a director or officer been found guilty of or been involved in insider dealing, or been held by any Court or competent authority to be in breach of any securities or financial markets laws, rules or regulations including any rules and regulations of any securities regulatory authority, stock exchange or futures exchange at any time during the period when you were a controlling shareholder, director or officer?

閣下過去或現時為控股股東(按《香港聯合交易所有限公司證券上市規則》界定)、或者過去或現時為董事或高級人員的任何公司、曾否在閣下為控股股東、董事或高級人員期間的任何時候、被裁定觸犯內幕交易罪或牽涉內幕交易、或遭任何法院或主管機構當局裁定違反任何證券或金融市場法例、規則或規例(包括任何證券監管機構、證券交易所或期貨交易所的任何規則及規例)？

If so, give full particulars.

如是，請詳細說明。

9. Have you, in connection with the formation or management of any company, partnership or unincorporated institution, been adjudged by a Court or arbitral body civilly liable for any fraud, breach of duty or other misconduct by you towards such company, partnership or unincorporated institution or towards any of its members or partners?

閣下曾否就任何公司、合夥公司或非法團體的成立或管理事宜，被法院或仲裁機構裁定，須就閣下對該等公司、合夥公司或非法團體或其任何成員或合夥人所作出的任何欺詐、不履行責任行為或其他失當行為負上民事責任？

.....
 If so, give full particulars.

如是，請詳細說明。

10. Has any company of which you were or are a director had its business registration or licence revoked at any time during the period when you were a director of the company?

閣下曾經或現時擔任董事的公司，其商業登記或營業執照當否在閣下在任期間被撤銷？

.....
 If so, give full particulars, including the date upon which such registration or licence was revoked, the reasons for the revocation, the outcome and current position.

如是，請詳細說明，包括該等登記或執照被撤銷的日期、撤銷的原因、結果及現時狀況。

11. Have you ever been disqualified from holding, or deemed unfit to hold, the position of director of a company, or from being involved in the management or conduct of the affairs of any company, pursuant to any applicable law, rule or regulation or by any competent authority?

閣下曾否被依據任何適用的法例、規則或規例或被任何主管當局禁止出任，或被視為不適宜出任公司董事，或被禁止參與任何公司的管理或事務？

.....
 If so, give full particulars.

如是，請詳細說明。

12. Have you ever been refused admission to membership of any professional body or been censured or disciplined by any such body to which you belong or belonged or been disqualified from membership in any such body or have you ever held a practising certificate or any other form of professional certificate or licence subject to special conditions?

閣下曾否被任何專業團體拒絕入會，或被任何閣下現屬或曾屬會員的專業團體譴責或施以紀律處分，或遭褫奪閣下在該等專業團體的會員資格，或閣下曾否持有有特別限制條件的執業證書或任何其他形式的專業證書或執照？

.....
 If so, give full particulars.

如是，請詳細說明。

13. Are you now or have you ever been a member of a triad or other illegal society?
閣下是否或曾否身為黑社會或其他非法組織的成員？

14. Are you currently subject to (i) any investigation, hearing or proceeding brought or instituted by any securities regulatory authority, including the Hong Kong Takeovers Panel or any other securities regulatory commission or panel, or (ii) any judicial proceeding in which violation of any securities law, rule or regulation is or was alleged?

閣下是否現正(或)牽涉在任何證券監管當局(包括香港收購及合併委員會或任何其他證券監管委員會)所進行或主持的調查、聆訊或處事程序中，或(或)牽涉在任何司法訴訟中，而被指稱違反任何證券法例、規則或規例？

15. Are you a defendant in any current criminal proceeding involving an offence which may be material to an evaluation of your character or integrity to be a director of the issuer?

閣下是否現為刑事訴訟中的被告人，而涉及的罪行，可能對評估閣下作為發行人的董事應有的個性或操守起重要作用？

If so, give full particulars.

如是，請詳細說明。

16. Do you have any past or present financial or other interest in the business of the issuer or its subsidiaries or any connection with any connected person (as such term is defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) of the issuer?

閣下過去或現時在發行人或其附屬公司業務中是否擁有任何財務上或其他方面的利益，或閣下是否與發行人的任何關連人士(按《聯合交易所有限公司證券上市規則》界定)有任何聯繫？

Note: Please answer this question if you are being appointed as an independent non-executive director of the issuer; otherwise, please state not applicable.

附註：如閣下現正被任命為發行人的獨立非執行董事，請回答此問題；否則，請填寫「不適用」。

17. Other than the information which you have disclosed pursuant to the foregoing questions, are you aware of any matter the non-disclosure of which may affect the truthfulness, completeness or accuracy of your response to any of the foregoing questions?

除閣下回答上述問題所披露的資料外，閣下是否知悉任何其他事項，而不披露該等事項可能影響閣下對上述問題的回答的真實性、完整性或準確性？

If so, give full particulars.

如是，請詳細說明。

I, [Insert Chinese characters, if any], of

[Insert residential address], solemnly and sincerely declare that the foregoing answers are true, complete and accurate, that I have not made any statements or omissions which would render such answers untrue or misleading, that I understand the possible consequences of making a false declaration as set forth in note 7 of the introduction hereto, and that I understand that The Stock Exchange of Hong Kong Limited may rely upon the foregoing answers in assessing my suitability to act as a director of the issuer.

本人 (填上英文姓名, 如有), 現居於

(請填上住址), 謹以至誠鄭重聲明, 上述回答乃屬真實、完整及準確者, 本人並無作出任何聲明或遺漏, 而致使此等回答有不正確或誤導成份, 本人完全明白作出虛假聲明可能會引致載列於附註(7)的可能後果, 而本人亦明白, 香港聯合交易所有限公司可倚賴上述回答所提供的資料, 以評估本人擔任發行人的董事的合適性。

(A) For use by a person who is familiar with the English and/or Chinese language:-
供諳熟英文及/或中文的人士使用。—

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the Oaths and Declarations Ordinance (*).

本人謹憑藉《宣誓及聲明條例》(*)衷誠作出此項鄭重聲明, 並確信其為真實無訛。

(Signed簽署)
[Declarant聲明人]

Declared at in Hong Kong (**)
this day of, 20
此項聲明於20年月日在香港(**)作出。

Before me,
在本人面前作出。

[Signature and designation, i.e., Justice of the Peace/Notary Public/Commissioner for Oaths.]
[簽署及職銜, 即: 太平紳士/公證人/監誓員。]

(*) Substitute appropriate wording if executed outside Hong Kong.
如聲明在香港以外地方作出, 請以其他適用文字取替。

(**) Substitute place name if declaration is made outside Hong Kong.
如聲明在香港以外地方作出, 請列明地方名。

OR或

- (B) For use by a person who is **not familiar** with the English and/or Chinese language and by interpreter:-
供不諳熟英文及/或中文而須透過傳譯員傳譯的人士使用：—

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the Oaths and Declarations Ordinance (*).

本人謹憑藉《宣誓及聲明條例》(*)衷誠地作出此項鄭重聲明：並確信其為真確無訛。

(Signed簽署)

(Declarant聲明人)

Declared at in Hong Kong (**) this
..... day of, 20....., through the interpretation of

[Insert name of interpreter] of

..... [Insert address and occupation],

the said interpreter having been also first declared (or sworn, as the case may be) that he had truly, distinctly, and audibly interpreted the contents of this document to the declarant, and that he would truly and faithfully interpret the declaration about to be administered to him.

此項聲明於20.....年.....月.....日在香港(**).....作出。

是經由..... [填上傳譯員姓名] 現居於..... [填上地址]

及任職..... [填上職業] 作出傳譯者。而此傳譯員亦已先行聲

明(或宣誓，視屬何情況而定)他已將本文件內容向聲明人作出真實明確及清晰可聞的傳譯，並會將本人即將為聲明人主持的聲明忠實向其傳譯。

Before me,

在本人面前作出。

[Signature and designation, i.e., Justice of the
Peace/Notary Public/Commissioner for Oaths.]

(簽署及職銜，即：太平紳士/公證人/監誓員。)

(*) Substitute appropriate wording if executed outside Hong Kong.

如聲明在香港以外地方作出，請以其他適用文字取替。

(**) Substitute place name if declaration is made outside Hong Kong.

如聲明在香港以外地方作出，請列明地方名。

Declaration or oath by interpreter

傳譯員的聲明或誓言

I, _____, of _____, solemnly and sincerely declare (*) that I well understand the English and _____ [State foreign language] languages and that I have truly, distinctly, and audibly interpreted the contents of this document to the declarant _____ [Insert name], and that I will truly and faithfully interpret the declaration about to be administered to him.
本人 _____ 現居於 _____

謹以至誠鄭重聲明(*)：本人諳熟英文及 _____ (述明其他外國語文)，而本人已將本文件內容向聲明人 _____ (填入姓名) 作真實明確及清晰可聞的傳譯，並會將即將為其主持的聲明向其傳譯。

(Signed簽署) _____
Interpreter傳譯員

Declared at _____ in Hong Kong (**)
this _____ day of _____, 20_____
此項聲明於20 _____ 年 _____ 月 _____ 日在香港(**) _____ 作出。

Before me,
在本人面前作出：

[Signature and designation, i.e., Justice of the Peace/Notary Public/Commissioner for Oaths.]
(簽署及職銜，即：太平紳士/公證人/監誓員。)

(*) In case of an oath substitute "swear" for "solemnly and sincerely declare".
在宣誓的情況下，以「謹此宣誓」代替「謹以至誠鄭重聲明」。

(**) Substitute place name if declaration is made outside Hong Kong.
如聲明在香港以外地方作出，請列明地方名。

Part 2
第二部份

UNDERTAKING
承 諾

Further, I....., undertake with The Stock Exchange of Hong Kong Limited that:-
此外，本人.....向香港聯合交易所有限公司承諾：－

- (a) in the exercise of my powers and duties as a director of the issuer I shall:-
在行使發行人董事的權力及職責時，本人須：－
- (i) comply to the best of my ability with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited from time to time in force (the "Listing Rules");
盡力遵守不時生效的《香港聯合交易所有限公司證券上市規則》(《上市規則》)；
 - (ii) use my best endeavours to procure that the issuer and, in the case of depositary receipts, the depositary, shall so comply; and
盡力促使發行人及(如屬預託證券)存管人遵守《上市規則》；及
 - (iii) use my best endeavours to procure that any alternate of mine shall so comply;
盡力促使本人的任何替任人遵守《上市規則》；
- (b) I shall, in the exercise of my powers and duties as a director of the issuer, comply to the best of my ability with Part XV of the Securities and Futures Ordinance, the Code on Takeovers and Mergers, the Code on Share Repurchases and all other securities laws and regulations from time to time in force in Hong Kong, and I shall use my best endeavours to procure that the issuer shall so comply;
本人在行使發行人董事的權力及職責時，將盡力遵守《證券及期貨條例》第XV部、《公司收購及合併守則》、《股份購回守則》及香港所有其他不時生效的有關證券的法例及規例，本人並會盡力促使發行人遵守上述各項；
- (c) I shall cooperate in any investigation conducted by the Listing Division and/or the Listing Committee of The Stock Exchange of Hong Kong Limited, including answering promptly and openly any questions addressed to me, promptly producing the originals or copies of any relevant documents and attending before any meeting or hearing at which I am requested to appear;
本人將在香港聯合交易所有限公司上市科及/或上市委員會所進行的任何調查中給予合作，包括及時及坦白地答覆向本人提出的任何問題，及時地提供任何有關文件的正本或副本，並出席本人被要求出席的任何會議或聽證會；
- (d) I hereby irrevocably appoint the issuer as my agent, for so long as I remain a director of the issuer, for receiving on my behalf any correspondence from and/or service of notices and other documents by The Stock Exchange of Hong Kong Limited;
本人茲不可撤回地委任發行人為本人的代理人，在本人留任發行人董事期間，代表本人接收香港聯合交易所有限公司發出的任何書信及/或送達的通知書及其他文件；

(e) I shall provide to The Stock Exchange of Hong Kong Limited, immediately upon my resignation as a director of the issuer, my up-to-date contact information, including my address for correspondence from and service of notices and other documents by The Stock Exchange of Hong Kong Limited and telephone number; and

本人將在辭去發行人董事職務後，立即向香港聯合交易所有限公司提供本人最新的聯絡資料，包括供本人接收香港聯合交易所有限公司發出的書信、送達的通知書及其他文件的地址和電話號碼；以及

(f) I hereby give my authority to the Head of the Listing Division of The Stock Exchange of Hong Kong Limited, or to any person authorised by him, to disclose any of the foregoing particulars given by me to members of the Listing Committee and, with the approval of the Chairman or a Deputy Chairman of The Stock Exchange of Hong Kong Limited, to such other persons, as the said Head of the Listing Division may from time to time think fit.

本人茲授權香港聯合交易所有限公司上市科總監，或其授權的任何人士，將本人提供的上述資料向上市委員會委員披露；並在香港聯合交易所有限公司主席或一位副主席批准的情況下，向上市科總監不時認為適當的其他人士披露。

Signature簽署：

Name姓名：

Dated:..... 20

日期：20 年..... 月..... 日

Part 3
第三部份

- (A) *If the issuer is a new applicant or continues to retain a sponsor, the following sponsor's certification must be completed:-*
如發行人為新申請人或會持續聘用保薦人，下列的保薦人證明亦須填報：—

SPONSOR'S CERTIFICATION
保薦人證明

We,, are the sponsor for the issuer appointed for the purpose referred to in Rule 3A.02 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and have offices located at

We hereby certify that we have read the answers provided by
{Insert name of director/declarant} in Part 1 of this Form B and we are not aware of any information that would lead a reasonable person to inquire further concerning the truthfulness, completeness or accuracy of any of the answers so provided.

我們 乃為《香港聯合交易所有限公司證券上市規則》第3A.02條所提及的目的而委任的發行人的保薦人，辦事處設於

..... (填入董事/聲明人的姓名) 我們茲證明，我們已閱讀
知悉任何資料，足以使一名合理的人士，就如此填報的資料的真實性、完整性及準確性作進一步的查詢。

Executed this day of, 20, in
本證明於20 年 月 日在 簽立。

(Signed簽署)

- (B) *The following solicitor's certification must be completed whenever this Form is required to be lodged with The Stock Exchange of Hong Kong Limited:-*
按規定須向香港聯合交易所有限公司呈報本表格的，均須填報下列律師證明：—

SOLICITOR'S CERTIFICATION
律師證明

We,, are a firm of solicitors qualified to advise on Hong Kong law with offices located at

We hereby certify that we have explained all applicable requirements and procedures for completing and making the declaration contained in Part 1 of this Form B, and the possible consequences of making a false declaration, to {Insert name of director/declarant}.

Further, we hereby certify that {Insert name of director/declarant} has acknowledged to us that he/she understands the foregoing.

我們，..... 為一家有資格就香港法律提供意見的律師行，辦事處設於

我們茲證明，我們已向 (填入董事/聲明人的姓名)
詳細解釋填報本B表格第一部份及作出聲明的所有適用規定和程序，以及作出虛假聲明所可能引致的後果。此外，我們茲證明 (填入董事/聲明人的姓名) 已向我們承認其了解上述各項。

Executed this day of, 20, in
本證明於20 年 月 日在 簽立。

(Signed簽署)



New World China Land Limited

Ref : GP06/03/01/04

Human Resources & Administration Manual

01 June 2002

Annual leave

Signature:

Annual leave policy is intended to reward employee for continuous service and to provide sufficient time for relaxation.

The Company shall grant and the employee shall take annual leave not exceeding the numbers of days stipulated below for each calendar year of continuous services. A calendar year will start from January to December.

Effective from 4 June 2002, the annual leave entitlement policy for NWCL staff are as follows:

Grading	Annual leave entitlement
Executive (Senior Manager & Above)	22 working days
Managerial (Manager & Asst. Manager)	16.5 working days
General Staff (Officer & Below)	- 11 working days (first 6 years of service) - 14 working days (from the 7th year of service onward)

Employee may take annual leave after the written confirmation of permanent staff status is issued by Human Resources Department. In respect of an incomplete year of service, annual leave will be calculated on pro-rata basis for the service in the current calendar year. Annual leave not taken within the assigned period will be forfeited voluntarily without compensation or cash in lieu from the Company.

All annual leave applications must be applied and submitted to Department head /supervisor for approval two weeks in advance. Under normal circumstances, leave in advance for the coming year will not be granted. Department Heads must assist in arranging their staff's annual leave which will not affect their operation.

Annual leave can be accumulated up to 1 calendar year. In each calendar year, at least one week of annual leave must be taken consecutively, the balance can be taken on daily basis.

Upon employee's termination of employment, the Company shall settle the untaken leave balance which is calculated up to the last day of employment, subject to period of termination notice. Employee must reimburse his / her advanced annual leave in payment to the company upon departure.


Employees who separate from the Company within their probation period will not be entitled to any annual leave.

	New World China Land Limited	Ref : GP05/03/04/03
	Human Resources & Administration Manual	01 May 2002
	Provident Fund	Signature:

Staff who joins NWCL on or after 1st July 2000 is only eligible to join the MPF scheme.

New World China Land Mandatory Provident Fund - MPF

Scheme commencement date	:	1st December 2000
Scheme currency	:	Hong Kong Dollar
Scheme type	:	Defined contribution scheme
Scheme administrator	:	HSBC Life (International) Limited
Trustee and Custodian	:	HSBC Provident Fund Trustee (HK) Limited
Investment Manager	:	Hang Seng Investment Management (HK) Limited HSBC Investment Funds (HK) Limited HSBC Asset Management (HK) Limited
Governed By	:	Hong Kong Law
Eligibility	:	All employee age 18 up to 64, and employed for 60 days or more
Salary definition	:	Relevant income

	New World China Land Limited	Ref : GP05/03/05/03
	Human Resources & Administration Manual	01 May 2002
	Provident Fund	Signature:
Contributions		
Mandatory Contributions - MC		
Monthly relevant income	Employee	Employer
Less than HKD4,000.-	Optional	5%
HKD4,000.- TO HKD20,000.-	5%	5%
Over HKD20,000.-	Max. \$1,000.-	Max. \$1,000.-
Voluntary Contributions - VC		
Conditions	Employee	Employer (include MC)
1. Basic Salary over HKD20,000.- first 5 Years (60 mth) 6th -10th Years (61 to 120 mth) 11th Years & over (121 mth)	Optional Optional Optional	5% of Basic salary 7.5% of Basic salary 10% of Basic salary
2. Basic Salary equal or less than HKD20,000.- but relevant income over HKD20,000.- - first 5 Years (60 mth) - 6th -10th Years (61 to 120 mth) - 11th Years & over (121 mth)	Optional Optional Optional	\$20,000.- x 5% \$20,000.- x 7.5% \$20,000.- x 10%
3. Relevant income equal to or less than HKD20,000.- - first 5 Years (60 mth) - 6th -10th Years (61 to 120 mth) - 11th Years & over (121 mth)	Optional Optional Optional	5% of Relevant income 7.5% of Basic salary or 5% of Relevant income whichever is higher 10% of Basic salary or 5% of Relevant income whichever is higher
Vesting Scale		
Situations	Employee	Employer
<i>Mandatory contributions - Under all circumstance</i>	100%	100%
<i>Voluntary contributions</i>		
Normal retirement/resignation/termination	100% (if any)	100%
/ill-health/Death		
Dismissal	100% (if any)	0%



New World China Land Limited

Ref : GP05/03/06/03

Human Resources & Administration Manual

01 May 2002

Provident Fund

Signature:

- Preservation : Preserve until retirement at age 65
- Portability : Portable from employment to employment
- Investment Funds available : Hang Seng Super Trust Plus :-
 Capital Preservation Fund
 Guaranteed Fund
 Balance Fund
 Growth Fund
 Hang Seng Index Tracking Fund
 Stable Growth Fund
 European Equity Fund
 Asian Equity Fund
 North American Equity Fund
 Hong Kong Equity Fund
- Investment choice : By Employee
- Administration charges :

Fees	Capital Preservation Fund	Guaranteed Fund	Other Funds	Deducted From
Trustee/Custodian /Administration/ Investment management fee	1.5%	1.95% (0.45% bonus)		Fund Assets
Guarantee charge	Nil	0.75%	Nil	Fund Assets

- Employer's rights : As specified in the MPF legislation
- Employee's rights : As specified in the MPF legislation


New World China Land Limited

Ref : GP05/03//07/03

Human Resources & Administration Manual

01 May 2002

Provident Fund

Signature:

Employee's rights

- 1. Enjoy accumulated benefits from the existing ORSO scheme
- 2. Has the right to effect one-more choice whenever NWCL reduce the existing scheme benefits

Employee's transfer

The intra-group member transfer arrangement is only applicable within associated companies of New World group which under to same service provider or employing the same trust scheme. It applies where the employer would like to recognize the employee's total years of service with the Group .

Employment services terminated by dismissal

Employer balance subject to - Minimum MPF benefit, the lesser of the benefits accrued to the member under the scheme or 1.2 x final monthly salary (up to a maximum of \$20,000.00) x years of service since joining the scheme.

If the member leaves service, it is only this amount which will be required to be preserved and transferred to another MPF scheme if applicable.

Bankrupt members

Pursuant to the existing MPF scheme of the Company, an employee who becomes bankrupt will automatically shift to be the 'Class 2' MPF member. As a result, the employee will only be entitled to mandatory contribution but not voluntary contribution from the Company.



New World China Land Limited

Ref : GP07/02/01/02

Human Resources & Administration Manual

05 March 2008

Medical

Signature:

All employees, who have completed their probationary period of three (3) months or other period as specified in the employment contract, will be covered by the Company medical policy.

The Company will subsidize out-patient benefit to all employees and their immediate dependents - parents, spouse and children.

A. Out-Patient Medical Allowance :	Max. Yearly Limit	Max. Claim Per Clinical Visit non Company Doctor
→ Executive	\$4,500.00	150.00
General Staff	\$2,600.00	130.00
Each Dependent	\$800.00	100.00

Rules :

a. The Company has appointed United Medical Practice (UMP) as panel doctors to provide medical consultation. Employees, upon presentation of UMP medical card, can seek consultation. The consultation and medicine fees shall be paid by the Company until the yearly maximum out-patient medical limit is fully utilized.

Besides, the Company has 3 designated doctors. On the same basis, employees may seek for consultation upon presentation of a medical form issued by the Company. The Company shall pay the consultation and medicine fees according to individual medical allowance granted.

b. An employee consulting any outside medicine practitioner, Chinese medicine practitioner or dentist may also request for a subsidy. Upon submission of original receipt, the Company will reimburse the maximum amount as indicated above or the total of consultation and medicine fees per visit, whichever is lower. If the employee visit the same clinic on the same day twice, the Company will reimburse one medical claim only.

c. Any consultation and medicine fees that exceed the maximum yearly limited of out-patient medical allowance should be borne by the employee.

d. Immediate dependents of an employee can choose his / her own doctors for consultation and the annual medical subsidy is HK\$800.00. Upon presentation of the doctor's original receipt, the Company will reimburse the consultation and medical fees to a maximum of HK\$100.00 per visit. If an employee's parents, spouse or children are in gainful employment, or in the case of the children being over 21 or married, the dependents are not entitled to such a subsidy. A maximum of two children will be eligible to the medical allowance. Each employee is required to report his family particulars if any changes during the year to the Human Resources Department.


New World China Land Limited

Ref : GP07/02/02/02

Human Resources & Administration Manual

01 October 2000

Medical

Signature:

B. Hospitalization and Surgical Benefits

All employees who have completed their probation are covered under the Company's Group Hospitalization and Surgical benefits indicated below :

	<u>Executive</u>	<u>General Staff</u>
Daily Room & Board (Maximum 45 days per disability)	\$1,000.00	\$500.00
In-hospital Doctor's calls (Maximum 45 days per disability)	\$1,000.00	\$500.00
Other hospital Services per disability	\$12,000.00	\$7,000.00
Surgical Fees per disability (Subject to surgical schedule)	\$30,000.00	\$20,000.00
Anesthetist Fee per disability	\$9,000.00	\$6,000.00
Operating Theater per disability	\$7,500.00	\$5,000.00
Extended Major Medical *	\$120,000.00	\$65,000.00

* Maximum claim 80% of actual expenses and subject to the following conditions:

1. Insured person stays in hospital for more than 1 day, and / or
2. According to the Surgical Schedule, any surgery with a rating of equal or more than 75%.

As to the clarification of certain medical reimbursements, it is subject to the interpretation and assessment by the insurance company. Should the need arises, the Human Resources Department will help answer any queries. Dependents are not covered under this policy.

Please refer to GP07/05 for details of the company's doctors.


New World China Land Limited

Ref : GP07/03/01/02

Human Resources & Administration Manual

01 October 2000

Group Personal Accident Insurance

Signature:

The Company covers the frequent traveling employees with a Group Personal Accident Policy. This insurance policy is renewed on the 1st of July every year.

The general insurance coverage are :

1. Including all flying as a passenger
2. Including a Disappearance Clause
3. Bodily Injury and Disablement
4. Age Limit : 60

The Insurance Company : New World Insurance Company (L) Ltd.

As to the clarification of the extent of coverage, it is subject to the interpretation and assessment by the insurance company.

Sum Insured for designated Employees :

<u>Plan</u>	<u>Sum Insured</u>	<u>Grade</u>
→ Plan I	USD 500,000.-	Director / GM / AGM / FC / RCE
Plan II	USD 250,000.-	Senior Manager / Manager
Plan III	USD 100,000.-	Assistant Manager / Officer

All other employees' Group Personal Accident Insurance is to be placed on a case by case basis and the Travel Coordinator should arrange it at the time of ticket booking.