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WING TAI PROPERTIES LIMITED

永泰地產有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 369)

**ANNOUNCEMENT PURSUANT TO RULE 3.7
OF THE TAKEOVERS CODE
IN RELATION TO**

**A POSSIBLE TRANSACTION AND CORPORATE RESTRUCTURING
RELATING TO, AND POSSIBLE OFFER FOR,
WINSOR PROPERTIES HOLDINGS LIMITED**

AND

SUSPENSION OF TRADING

Reference is made to the Previous Announcement, and this announcement is made further to clarify certain matters referred to in the Previous Announcement and is also made in compliance with Rule 3.7 of the Takeovers Code.

Trading of the shares in the Company has been suspended with effect from 2:59 pm on 13 April 2012 and will remain suspended until further notice.

Reference is made to the announcement dated 13 April 2012 issued by the Company (the “**Previous Announcement**”), and this announcement is made further to clarify certain matters referred to in the Previous Announcement and is also made in compliance with Rule 3.7 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”).

The Company wishes to clarify that, in its capacity as the controlling shareholder of Winsor Properties Holdings Limited (“**Winsor**”), it is in discussions with Winsor and an independent third party (the “**Third Party**”) in relation to a possible transaction and corporate restructuring relating to, and a possible offer for, Winsor (the “**Possible Transactions**”). The Possible Transactions currently contemplated would involve, among other things, a possible distribution in specie by Winsor to its shareholders (including the Company), a sale by the Company of its entire interest in Winsor to the Third Party, a possible mandatory general cash offer by the Third Party for the remaining shares in Winsor (as a result of the change in control of Winsor), and a possible unconditional cash offer by the Company for the assets distributed to the shareholders of Winsor by way of distribution in specie not already owned by the Company at that time. For the avoidance of doubt, the Possible Transactions will not involve a privatisation of Winsor by the Company, although as a result of the distribution in specie certain assets of Winsor and its subsidiaries would be distributed to the Company and the other shareholders of Winsor.

No legally binding agreement has been entered into between or involving the Company, Winsor and the Third Party relating to implementation of the Possible Transactions as at the date of this announcement. The discussions are still in progress and there can be no assurance that the Possible Transactions will proceed, including whether or not any offer will be made with respect to Winsor and/or the assets distributed to the shareholders of Winsor by way of distribution in specie, nor as to the terms on which any such transactions or offers might be made. Therefore, shareholders and potential investors of the Company are urged to exercise extreme caution when dealing in securities of the Company.

The Company will keep the market informed in compliance with its obligations under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Takeovers Code. The Company will make further announcement according to the development of the Possible Transactions.

Suspension of trading

Trading of the shares in the Company has been suspended with effect from 2:59 pm on 13 April 2012 and will remain suspended until further notice.

By order of the Board
Wing Tai Properties Limited
Fung Chin Man, Janet
Company Secretary

Hong Kong, 18 April 2012

As at the date of this announcement, the Directors of the Company are:

Executive Directors:

Cheng Wai Chee, Christopher, Cheng Wai Sun, Edward, Cheng Man Piu, Francis, Chow Wai Wai, John and Au Hing Lun, Dennis

Non-Executive Directors:

Kwok Ping Luen, Raymond, Yung Wing Chung (also an alternate to Kwok Ping Luen, Raymond), Hong Pak Cheung, William, Loh Soo Eng and Ng Tak Wai, Frederick

Independent Non-Executive Directors:

Simon Murray, Fang Hung, Kenneth and Yeung Kit Shing, Jackson

The Directors of the Company jointly and severally accept full responsibility for the accuracy of this announcement and confirm, having made all reasonable enquiries, 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.