

---

**THE CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Wing Tai Properties Limited, you should at once hand this circular and the enclosed proxy form to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---

## **WING TAI PROPERTIES LIMITED**

**永泰地產有限公司**

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 369)



**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening the 2011 annual general meeting of the Company to be held at 27th Floor, Two Landmark East, 100 How Ming Street, Kwun Tong, Kowloon, Hong Kong on Tuesday, 24 May 2011 at 11:30 a.m. is set out on pages 14 to 16 of this circular.

Whether or not you are able to attend the meeting, you are advised to read this circular and to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's Hong Kong Branch Share Registrars, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible and, in any event, not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

18 April 2011

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
 <b>Letter from the Board</b>	
1. Proposed General Mandates to Issue New Shares and to Repurchase Shares .....	4
2. Proposed Re-election of Directors .....	5
3. Annual General Meeting .....	6
4. Recommendation .....	6
 <b>Appendix I – Explanatory Statement for Share Repurchase Mandate</b> .....	 7
 <b>Appendix II – Details of Directors to be Re-elected</b> .....	 10
 <b>Notice of Annual General Meeting</b> .....	 14

---

## DEFINITIONS

---

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Annual General Meeting”	the annual general meeting of the Company to be held on Tuesday, 24 May 2011 at 11:30 a.m., notice of which is set out on pages 14 to 16 of this circular, or any adjournment thereof;
“Board”	the board of Directors;
“Bye-law(s)”	the bye-law(s) of the Company;
“CG Code”	Code on Corporate Governance Practices of the Listing Rules;
“Company”	Wing Tai Properties Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange;
“Directors”	directors of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	11 April 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	the share(s) in the capital of the Company with a par value of HK\$0.5 each;
“Share Issue Mandate”	a general mandate to the Directors to exercise the power of the Company to allot, issue and deal with Shares during the period as set out in the ordinary resolution no. 5 in the notice of the Annual General Meeting up to 20% of the issued share capital of the Company as at the date of passing the resolution;

---

## DEFINITIONS

---

“Share Repurchase Mandate”	a general mandate to the Directors to exercise the power of the Company to repurchase Shares during the period as set out in the ordinary resolution no. 6 in the notice of the Annual General Meeting up to 10% of the issued share capital of the Company as at the date of passing the resolution;
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing of their securities on the Stock Exchange;
“Shareholder(s)”	holder(s) of Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeovers Code”	the Code on Takeovers and Mergers of Hong Kong.

---

## LETTER FROM THE BOARD

---

# WING TAI PROPERTIES LIMITED

## 永泰地產有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 369)

*Executive Directors:*

Cheng Wai Chee, Christopher GBS OBE JP (*Chairman*)

Cheng Wai Sun, Edward SBS JP

(*Deputy Chairman and Chief Executive*)

Cheng Man Piu, Francis

Chow Wai Wai, John

Au Hing Lun, Dennis

*Head Office and Principal*

*Place of Business:*

27th Floor

Two Landmark East

100 How Ming Street

Kwun Tong

Kowloon, Hong Kong

*Non-Executive Directors:*

Kwok Ping Luen, Raymond JP

Yung Wing Chung

(*also an alternate to Kwok Ping Luen, Raymond*)

Hong Pak Cheung, William

Loh Soo Eng

Ng Tak Wai, Frederick

*Registered Office:*

Canon's Court

22 Victoria Street

Hamilton HM 12

Bermuda

*Independent Non-Executive Directors:*

Simon Murray CBE

Fang Hung, Kenneth GBS CBE JP

Yeung Kit Shing, Jackson

18 April 2011

Dear Shareholders,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS, AND  
NOTICE OF ANNUAL GENERAL MEETING**

At the last annual general meeting of the Company held on 18 May 2010, resolutions were passed giving general mandates to the Directors to allot, issue and deal with Shares and to exercise the powers of the Company to repurchase Shares. Such general mandates will lapse at the conclusion of the forthcoming Annual General Meeting. It is therefore proposed to renew these general mandates by ordinary resolutions to be passed at the Annual General Meeting.

---

## LETTER FROM THE BOARD

---

The purpose of this circular is to provide you with information with respect to the resolutions to be proposed at the Annual General Meeting relating to (a) the grant of general mandates to issue, allot and deal with Shares and to repurchase Shares; (b) the re-election of Directors and to give you notice of the Annual General Meeting in order to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed.

### **1. PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES**

#### **1.1 General Mandate to Issue New Shares**

At the Annual General Meeting, an ordinary resolution will be proposed for Shareholders to consider and, if thought fit, approve the Share Issue Mandate. The number of Shares, which may be allotted and issued pursuant to the Share Issue Mandate, is up to 20% of the issued share capital of the Company on the date of passing the resolution approving the Share Issue Mandate.

Details of the Share Issue Mandate are set out in the proposed ordinary resolution no. 5 in the Notice of Annual General Meeting. The Share Issue Mandate will expire at the earliest of: a) the conclusion of the next annual general meeting of the Company; b) the expiration of the period within which the next annual general meeting of the Company is required by the laws of Bermuda or the Company's Bye-laws to be held; or c) the date on which the authority given under the ordinary resolution is revoked or varied by an ordinary resolution of Shareholders.

#### **1.2 General Mandate to Repurchase Shares**

At the Annual General Meeting, an ordinary resolution will be proposed for Shareholders to consider and, if thought fit, approve the Share Repurchase Mandate. The number of Shares, which may be repurchased pursuant to the Share Repurchase Mandate, is up to 10% of the issued share capital of the Company on the date of passing the resolution approving the Share Repurchase Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,324,471,653 Shares. Assuming that there is no change in the issued share capital between the period from the Latest Practicable Date and the date of passing the resolution approving the Share Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Share Repurchase Mandate will be 132,447,165.

An explanatory statement giving certain information regarding the Share Repurchase Mandate is set out in Appendix I to this circular in accordance with the requirements under the Share Repurchase Rules. Details of the Share Repurchase Mandate are set out in the proposed ordinary resolution no. 6 in the Notice of Annual General Meeting. The Share Repurchase Mandate will expire at the earliest of: a) the conclusion of the next annual general meeting of the Company; b) the expiration of the period within which the next annual general meeting of the Company is required by the laws of Bermuda or the Company's Bye-laws to be held; or c) the date on which the authority given under the ordinary resolution is revoked or varied by an ordinary resolution of Shareholders.

---

## LETTER FROM THE BOARD

---

### 1.3 Extension of the Share Issue Mandate

Conditional on the passing of the resolution granting the Share Issue Mandate and the resolution granting the Share Repurchase Mandate, an ordinary resolution will also be proposed for Shareholders to consider and, if thought fit, approve the extension of the Share Issue Mandate by adding to the number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Share Issue Mandate the number of Shares purchased under the Share Repurchase Mandate.

Details of the extension of the Share Issue Mandate are set out in the proposed ordinary resolution no. 7 in the Notice of Annual General Meeting.

## 2. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to the Company's Bye-law 100(A), at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office by rotation provided that no director holding office as Chairman or managing director shall be subject to retirement by rotation or be taken into account in determining the number of directors to retire. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election.

Pursuant to Bye-law 100(A) of the Company, Mr. Chow Wai Wai, John, Mr. Au Hing Lun, Dennis, Mr. Kwok Ping Luen, Raymond, Mr. Hong Pak Cheung, William and Mr. Yeung Kit Shing, Jackson shall retire by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election.

Mr. Yeung Kit Shing, Jackson, an independent non-executive director of the Company who will retire by rotation at the Annual General Meeting and, being eligible, offer himself for re-election, has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that Mr. Yeung Kit Shing, Jackson meets the terms of the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent.

Details of the above retiring Directors that are required to be disclosed under Rule 13.74 of the Listing Rules are set out in Appendix II to this circular.

---

## LETTER FROM THE BOARD

---

### 3. ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at 27th Floor, Two Landmark East, 100 How Ming Street, Kwun Tong, Kowloon, Hong Kong on Tuesday, 24 May 2011 at 11:30 a.m. is set out on pages 14 to 16 of this circular. At the Annual General Meeting, resolutions will be proposed to approve a number of matters, including, inter alia, (i) the granting of Share Issue Mandate, the granting of Share Repurchase Mandate and the extension of the Share Issue Mandate; and (ii) the re-election of Directors.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at a general meeting must be taken by poll. The Chairman of the meeting will therefore demand a poll for every resolution put to the vote of the Annual General Meeting pursuant to Bye-law 71(i) of the Company.

An announcement of the poll results of the Annual General Meeting will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company.

A proxy form for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting, you are advised to read this circular and to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's Hong Kong Branch Share Registrars, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting (as the case may be) if you so wish.

### 4. RECOMMENDATION

The Directors consider that the proposed resolutions set out in the Notice of Annual General Meeting are all in the best interests of the Company and Shareholders. The Directors therefore recommend Shareholders to vote in favour of all these resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
For and on behalf of the Board  
**Wing Tai Properties Limited**  
**Cheng Wai Chee, Christopher**  
*Chairman*



---

## **APPENDIX I EXPLANATORY STATEMENT FOR SHARE REPURCHASE MANDATE**

---

*The following is the Explanatory Statement required to be sent to Shareholders under the Listing Rules in connection with the proposed Share Repurchase Mandate.*

### **1. LISTING RULES**

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their fully paid up shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below.

### **2. SHAREHOLDERS' APPROVAL**

The Listing Rules provide that all share repurchases of a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of the shareholders in general meeting, either by a general mandate to the directors of the company to make such repurchases or by a specific approval of a particular transaction.

### **3. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,324,471,653 Shares.

Subject to the passing of the ordinary resolution granting the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Share Repurchase Mandate to repurchase a maximum of 132,447,165 Shares, representing 10% of the issued share capital of the Company as at the date of passing the resolution.

### **4. REASONS FOR REPURCHASE**

The Directors have no present intention to exercise the Share Repurchase Mandate but consider that the mandate will provide the Company the flexibility to make such repurchase when appropriate and beneficial to the Company. Repurchase of Shares made under the Share Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the value of Shares and/or the Company's earnings per Share and will only be made when the Directors believe that such repurchase will benefit and in the best interest of the Company and Shareholders.

### **5. FUNDING OF REPURCHASE**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association, its Bye-laws and the laws of Bermuda.

---

## **APPENDIX I EXPLANATORY STATEMENT FOR SHARE REPURCHASE MANDATE**

---

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited accounts of the Company) in the event that the Share Repurchase Mandate were to be exercised in full at any time during the repurchase period. However, the Directors do not propose to exercise the Share Repurchase Mandate to such an extent, as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels, which in the opinion of the Directors are from time to time appropriate to the Company.

### **6. THE TAKEOVERS CODE**

If as a result of the repurchase of Shares by the Company, a shareholder's proportionate interest in the voting rights of the Company increases, such increase may be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a shareholder, or group of shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with the Takeovers Code.

Brave Dragon Limited, Crossbrook Group Limited, Wing Tai Retail Pte. Ltd., Bestime Resources Limited, Pofung Investments Limited, Broxbourne Assets Limited, Mr. Cheng Wai Chee, Christopher and Mr. Cheng Wai Sun, Edward (the "Concerted Group") are shareholders of the Company and would be treated as "acting in concert" for the purposes of the Takeovers Code. As at the Latest Practicable Date, to the best knowledge of the Company, the Concerted Group was beneficially interested in 670,787,291 Shares, representing approximately 50.65% of the issued share capital of the Company. On the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting and in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the Share Repurchase Mandate, the shareholding of the Concerted Group would be increased from 50.65% to approximately 56.27% of the issued share capital of the Company. The Directors are not aware of any obligation to make a mandatory offer pursuant to Rule 26 or Rule 32 of the Takeovers Code as a result of such an increase in shareholding.

### **7. UNDERTAKING**

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the proposed resolution in relation to the Share Repurchase Mandate in accordance with the Listing Rules and the laws of Bermuda in which the Company is incorporated.

### **8. INTENTION TO SELL**

None of the Directors, and to the best of the knowledge of the Directors having made all reasonable enquiries, none of the associates (as defined in the Listing Rules) of the Directors have a present intention, in the event that the proposal in relation to the Share Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company.

No connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Company is authorized to make repurchases of the Shares.

---

**APPENDIX I EXPLANATORY STATEMENT FOR SHARE REPURCHASE MANDATE**

---

**9. SHARES PURCHASE BY THE COMPANY**

No purchase of Shares has been made by the Company during the six months prior to the Latest Practicable Date.

**10. SHARE PRICES**

The highest and lowest prices at which Shares were traded on the Stock Exchange during each of the previous twelve months were as follows:

	<b>Per Share</b>	
	<b>Highest</b> <i>(HK\$)</i>	<b>Lowest</b> <i>(HK\$)</i>
<b>2010</b>		
April	2.58	2.35
May	2.34	2.04
June	2.33	2.12
July	2.38	2.25
August	2.56	2.33
September	2.93	2.42
October	2.98	2.65
November	3.03	2.62
December	2.88	2.73

	<b>Per Share</b>	
	<b>Highest</b> <i>(HK\$)</i>	<b>Lowest</b> <i>(HK\$)</i>
<b>2011</b>		
January	3.36	2.86
February	3.35	2.89
March	3.16	2.88
April (up to the Latest Practicable Date)	3.35	3.13

*In accordance with the Bye-laws of the Company and the CG Code, the following Directors shall retire from office at the Annual General Meeting and, being eligible, offer themselves for re-election.*

**Mr. CHOW Wai Wai, John**, aged 61, was appointed executive director of the Company in 2007. He is the Managing Director and a member of the Remuneration Committee of Winsor Properties Holdings Limited (“Winsor”). He graduated with a Bachelor of Arts (Economics) degree from the University of British Columbia. He is also a non-executive director of Dah Sing Financial Holdings Limited and ARA Trust Management (Suntec) Limited (Manager of the Singapore-listed Suntec Real Estate Investment Trust). Mr. Chow has over 30 years of experience in the property, textile and clothing businesses, and has served as Chairman of the Hong Kong Garment Manufacturers Association and a member of the Textile Advisory Board of the Hong Kong Government.

Mr. Chow is the son of Mr. Chow Chung Kai and Mrs. Chow Yu Yue Chen, both of them are substantial shareholders of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Chow has personal interest in 200,002 shares of the Company (representing approximately 0.02% of the issued share capital of the Company) and personal interest in 2,713,000 shares of Winsor (representing approximately 1.04% of the issued share capital of Winsor). Winsor is an associated corporation of the Company within the meaning of Part XV of the SFO.

Details of the remuneration package of Mr. Chow for the year ended 31 December 2010 are as follows:

	<i>HK\$'000</i>
1. Fee	65
2. Salaries and allowances	2,687
3. Discretionary bonus	1,343
4. Retirement benefits	271
	<hr/>
Total	4,366
	<hr/> <hr/>

The remuneration package of Mr. Chow was determined based on (a) his responsibilities, (b) his performance, (c) performance of the business units headed by him, and (d) the performance of the Group as a whole. In accordance with the terms of reference of the Remuneration Committee, no director shall be involved in deciding his own remuneration. Mr. Chow also received emoluments from Winsor.

**Mr. AU Hing Lun, Dennis**, aged 51, was appointed executive director of the Company in 2004. He is the Managing Director of the Group’s Property Division and is responsible for the Group’s corporate finance function. Mr. Au is also an executive director of Winsor. He holds a Master of Business Administration degree and a Bachelor of Science degree. Mr. Au is a fellow member of the Association of Chartered Certified Accountants.

As at the Latest Practicable Date, Mr. Au was taken to be interested in 1,755,073 Shares and 1,108,924 incentive Shares awarded under the Share Incentive Scheme (together representing approximately 0.22% of the issued share capital of the Company) within the meaning of Part XV of the SFO. Details of his interest in Shares as at 31 December 2010 are provided in the section headed “Directors’ and Chief Executive’s Interests in Shares and Underlying Shares and Debentures of the Company or any Associated Corporation” in the 2010 Annual Report of the Company.

Details of the remuneration package of Mr. Au for the year ended 31 December 2010 are as follows:-

	<i>HK\$’000</i>
1. Fee	65
2. Salaries and allowances	3,120
3. Discretionary bonus	1,050
4. Retirement benefits	146
	<hr/>
Total	4,381
	<hr/> <hr/>

In 2010, Mr. Au was awarded the right to subscribe for 511,000 shares of the Company pursuant to the Share Incentive Scheme approved by the shareholders of the Company on 17 June 2005.

The remuneration package of Mr. Au was determined by the Remuneration Committee based on (a) his responsibilities, (b) his performance, (c) performance of the business units headed by him, and (d) the performance of the Group as a whole. In accordance with the terms of reference of the Remuneration Committee, no director shall be involved in deciding his own remuneration.

**Mr. KWOK Ping Luen, Raymond JP**, aged 57, was appointed non-executive director of the Company in 1991. He is the Vice Chairman and Managing Director of Sun Hung Kai Properties Limited (“SHKP”) (a substantial shareholder of the Company within the meaning of Part XV of the SFO). Mr. Kwok holds a Master of Arts degree in Law from Cambridge University, a Master degree in Business Administration from Harvard University, an Honorary Doctorate degree in Business Administration from The Open University of Hong Kong and an Honorary Doctorate degree in Laws from The Chinese University of Hong Kong. He is the Chairman of SUNeVision Holdings Ltd. and SmarTone Telecommunications Holdings Limited, a non-executive director of Transport International Holdings Limited and an independent non-executive director of Standard Chartered Bank (Hong Kong) Limited.

In civic activities, Mr. Kwok is a director of The Real Estate Developers Association of Hong Kong, a member of the General Committee of The Hong Kong General Chamber of Commerce and Vice Chairman of the Council of The Chinese University of Hong Kong.

As at the Latest Practicable Date, Mr. Kwok was taken to be interested in 9,224,566 Shares (representing approximately 0.70% of the issued share capital of the Company) within the meaning of Part XV of the SFO by virtue of himself being a beneficiary of a trust whose assets include interest in such Shares. He also has a personal interest in 500 shares of Winsor (representing approximately 0.0002% of the issued share capital of Winsor). Winsor is an associated corporation of the Company within the meaning of Part XV of the SFO.

Mr. Kwok is currently entitled to receive from the Company a director's fee of HK\$50,000 for the year ended 31 December 2010 which was approved by the shareholders of the Company in general meeting. His director's fee was determined with reference to his responsibilities with the Company.

**Mr. HONG Pak Cheung, William**, aged 56, was appointed non-executive director of the Company in 2002. Mr. Hong is an alternate Audit Committee member to Mr. Yung Wing Chung since February 2010. He received a Bachelor of Science degree in Mathematics from the University of Saskatchewan in Canada and completed the Advanced Management Program at Harvard University Graduate School of Business. Mr. Hong currently holds the position of Manager at SHKP (a substantial shareholder of the Company within the meaning of Part XV of the SFO).

As at the Latest Practicable Date, Mr. Hong has no interests in Shares within the meaning of Part XV of the SFO.

Mr. Hong is currently entitled to receive from the Company a director's fee of HK\$50,000 for the year ended 31 December 2010 which was approved by the shareholders of the Company in general meeting. His director's fee was determined with reference to his responsibilities with the Company.

**Mr. YEUNG Kit Shing, Jackson**, aged 61, was appointed independent non-executive director of the Company in 2004. He is the Chairman of the Audit Committee and a member of the Remuneration Committee of the Company. Mr. Yeung has over 25 years of experience in finance and accounting. He is a fellow member of the Hong Kong Institute of Certified Public Accountants. Mr. Yeung holds a Master of Professional Accounting degree from The Hong Kong Polytechnic University.

As at the Latest Practicable Date, Mr. Yeung has no interests in Shares within the meaning of Part XV of the SFO.

Mr. Yeung is entitled to receive from the Company a director's fee of HK\$195,000 for the year ended 31 December 2010 which was approved by the shareholders of the Company in general meeting. His director's fee was determined with reference to his responsibilities with the Company.

Save as disclosed above, all the above retiring Directors (the "Retiring Directors") had not held any directorships in any other listed public companies the securities of which are listed in Hong Kong or overseas in the last three years and do not have any relationships with any other Directors, senior management or substantial or controlling shareholders of the Company.

There are no service contracts entered into between the Company and the Retiring Directors. They are subject to retirement by rotation and eligible for re-election in accordance with the Bye-laws of the Company.

Save as disclosed above, there is no other information that needs to be disclosed pursuant to the requirements of the Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company in connection with the Retiring Directors' re-election.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

# WING TAI PROPERTIES LIMITED

## 永泰地產有限公司

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 369)

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Wing Tai Properties Limited (the “Company”) will be held at 27th Floor, Two Landmark East, 100 How Ming Street, Kwun Tong, Kowloon, Hong Kong on Tuesday, 24 May 2011 at 11:30 a.m. for the following purposes:

### ORDINARY BUSINESS

1. To receive and adopt the audited financial statements for the year ended 31 December 2010 and the reports of the Directors and Auditor thereon;
2. To consider and, if thought fit, declare a final dividend for the year ended 31 December 2010;
3. To re-elect the retiring Directors and fix the amount of Directors’ fee for the year ending 31 December 2011;
4. To re-appoint Auditor and authorize the Directors to fix Auditor’s remuneration;

### SPECIAL BUSINESS

To consider and, if thought fit, pass with or without modification, the following resolutions as ordinary resolutions:

#### Ordinary Resolutions

5. **“THAT**
  - (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the relevant period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) of this resolution shall authorize the Directors during the relevant period (as hereinafter defined) to make or grant offers, agreements and options which might require the exercise of such power after the end of the relevant period;



---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (c) the aggregate nominal amount of share capital in the Company to be allotted or agreed conditionally or unconditionally to be allotted, whether pursuant to an option or otherwise, and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a rights issue; (ii) any issue of shares in the Company under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) any issue of shares in the Company as scrip dividend or any similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend pursuant to the Bye-laws of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of issued share capital of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “relevant period” means the period from the date of passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of Bermuda or the Company’s Bye-laws to be held; or
  - (iii) the revocation or variation of this resolution by an ordinary resolution in a general meeting of the Company.”

6. **“THAT**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the relevant period (as hereinafter defined) of all the powers of the Company to purchase its fully paid-up shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with the Rules Governing the Listing of Securities on the Stock Exchange and all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of share capital in the Company to be purchased by the Company pursuant to paragraph (a) of this resolution shall be no more than 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (c) for the purpose of this resolution, “relevant period” means the period from the date of passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of Bermuda or the Company’s Bye-laws to be held; or
  - (iii) the revocation or variation of this resolution by an ordinary resolution in a general meeting of the Company.”
7. “**THAT** conditional upon ordinary resolutions no. 5 and no. 6 set out in the notice convening the Annual General Meeting to be held on 24 May 2011 (the “Notice”) being duly passed, the general mandate granted to the Directors pursuant to ordinary resolution no. 5 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company which may be repurchased by the Company under the authority granted pursuant to ordinary resolution no. 6 set out in the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution.”

By Order of the Board  
**Wing Tai Properties Limited**  
**Fung Ching Man, Janet**  
*Company Secretary and Chief Financial Officer*

Hong Kong, 18 April 2011

*Notes:*

- (1) A shareholder entitled to attend and vote at the above meeting (or at any adjournment thereof) is entitled to appoint a proxy to attend and, on a poll, vote instead of him. A shareholder holding two or more shares is entitled to appoint more than one proxy. A proxy need not be a shareholder of the Company but must be present in person to represent the shareholder. Completion and return of an instrument appointing a proxy will not preclude a shareholder from attending and voting in person at the above meeting.
- (2) Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders are present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
- (3) In order to be valid, the proxy form and any power of attorney (if any) or other authority (if any) under which it is signed, or a copy of such authority certified notarially, must be delivered to the Company’s Hong Kong Branch Share Registrars, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding the above meeting or any adjournment thereof (as the case may be).
- (4) The register of members of the Company will be closed from 23 May 2011 to 24 May 2011, both days inclusive. During such period, no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend and attending the above meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong Branch Share Registrars, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong not later than 4:30 p.m. on 20 May 2011.