

WING TAI PROPERTIES LIMITED

永泰地產有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 369)



WINGTAIASIA

PROXY FORM SPECIAL GENERAL MEETING TO BE HELD ON 9 JULY 2012

I/We^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares
of HK\$0.50 each in the share capital of Wing Tai Properties Limited (the "Company") hereby appoint ^(Note 3) THE CHAIRMAN
OF THE MEETING or (name) _____
of (address) _____

as my/our proxy to act for me/us at the Special General Meeting of the Company to be held at 27th Floor, Two Landmark East, 100 How Ming Street, Kwun Tong, Kowloon, Hong Kong on 9 July 2012 at 10:45 a.m. (or at any adjournment thereof), and to vote for me/us on the resolutions as indicated below, or if no such indication is given, as my/our proxy thinks fit.

	Ordinary Resolutions	For ^(Note 4)	Against ^(Note 4)
1.	<p>THAT:</p> <p>(a) the form and substance of the conditional sale and purchase agreement (the "Share Sale Agreement") dated 13 May 2012 and entered into between the Company, as vendor, Vanke Property (Hong Kong) Company Limited, as purchaser, and Vanke Real Estate (Hong Kong) Company Limited, as guarantor, in relation, among other things, to the disposal by the Group of 73.91% of the equity interests in Winsor Properties Holdings Limited ("Winsor") (being the Group's entire direct and indirect interest in Winsor) at an aggregate cash consideration of HK\$1,078,621,868 (a copy of which has been produced to the meeting and marked "A" and initialled by the chairman of the meeting for identification purpose), as mentioned in the circular of the Company dated 20 June 2012 (a copy of which has been produced to the meeting marked "B" and signed by the chairman of the meeting for the purpose of identification) (the "Circular") and all the transactions contemplated thereby (the "Disposal Transactions") be and are hereby approved, confirmed and ratified; and</p> <p>(b) the Directors be and are hereby generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other or further documents (if any) and to do all such steps which in the opinion of the Directors may be necessary, appropriate, desirable or expedient to implement and/or give effect to the Disposal Transactions and to agree to any variation, amendment, supplement or waiver of matters relating thereto as are, in the opinion of the Directors, in the interests of the Company, to the extent such variation, amendment, supplement or waiver do not constitute material changes to the material terms of the Disposal Transactions.</p>		
2.	<p>THAT:</p> <p>(a) subject to the completion of the Share Sale Agreement, the acquisition of the issued shares of Cherrytime Investments Limited ("Privateco") pursuant to the voluntary unconditional cash offer by Standard Chartered Bank (Hong Kong) Limited on behalf of the Company (or a wholly-owned subsidiary of the Company) to acquire all the issued shares of Privateco (other than those already held or agreed to be acquired by the Company or its subsidiaries) (the "Acquisition"), details of which are set out in the Circular, and all the transactions contemplated thereby (the "Acquisition Transactions"), be and is hereby approved; and</p> <p>(b) the Directors be and are hereby generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other or further documents (if any) and to do all such steps which in the opinion of the Directors may be necessary, appropriate, desirable or expedient to implement and/or give effect to the Acquisition Transactions and to agree to any variation, amendment, supplement or waiver of matters relating thereto as are, in the opinion of the Directors, in the interests of the Company, to the extent such variation, amendment, supplement or waiver do not constitute material changes to the material terms of the Acquisition Transactions.</p>		

The full text of the resolutions is set out in the Notice of Special General Meeting

Date _____ Signature(s) ^(Note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the chairman of the meeting is preferred, please delete the words "**THE CHAIRMAN OF THE MEETING**" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any amendment to the resolutions referred to in the notice convening the meeting which has been properly put to the meeting.
5. This proxy form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney or other person duly authorized.
6. Where there are joint registered holders of any share(s), any one of such persons may vote at the meeting (or at any adjournment thereof), either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto, but if more than one of such joint holders are present at the meeting, either 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 share(s) shall alone be entitled to vote in respect thereof.
7. In order to be valid, this 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 meeting or any adjournment thereof (as the case may be).
8. A proxy need not be a shareholder of the Company but must be present in person to represent you.
9. Completion and return of this proxy form will not preclude you from attending and voting in person at the meeting (or any adjournment thereof).
10. The resolutions set above will be put to vote at the meeting by way of poll.