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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special 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 9 July 2012 at 10:45 a.m. for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions as the ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (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 to, among other things, 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

- (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.”

2. **“THAT:**

- (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
- (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.”

NOTICE OF RECORD DATE

The shareholders whose names appear on the register of members of the Company at the close of business on 6 July 2012 are entitled to attend and vote at the Special General Meeting (the “SGM”). In order to qualify for attending the SGM, 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 6 July 2012.

By Order of the Board
Fung Ching Man, Janet
Company Secretary

Hong Kong, 20 June 2012

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).

As at the date of this notice, 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