

**Proposed Transactions**  
**Allow Winsor Shareholders to Realise Investments**  
**at a Premium and on an All-cash Basis**

**Streamline Wing Tai's Corporate Structure and**  
**Strengthen its Financial Position to Support Future Growth**

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***Proposed Group Reorganisation of Winsor, Distribution in Specie,  
Special Cash Dividend to Winsor Shareholders and  
Disposal of Wing Tai's Entire Interest in Winsor***

***Possible Unconditional Mandatory Cash Offer for Winsor Shares by a Third  
Party Purchaser and Possible Unconditional Voluntary Cash Offer by Wing Tai***

14 May 2012, Hong Kong - **Wing Tai Properties Limited** ("Wing Tai", SEHK stock code: 369) and its 73.9%-owned subsidiary, **Winsor Properties Holdings Limited** ("Winsor", SEHK stock code: 1036), today announced a series of transactions that, on a combined basis, provides an opportunity for Winsor's independent shareholders to realise their investments at a premium and on an all-cash basis.

- In aggregate, Winsor's independent shareholders will be entitled to **HK\$34.00 per Winsor share** upon completion of the proposed transactions, which represents a premium ranging between approximately 30.8% and 94.3% to the last closing and 90-day average closing prices, respectively
- Through the proposed transactions, Wing Tai aims to streamline the corporate structure and reduce the holding company's discount on the asset portfolio currently held by Winsor and enhance Wing Tai Group's financial strength
- The series of transactions comprises the following:
  1. Group reorganisation of Winsor ("Group Reorganisation") whereby its asset portfolio will be separated and held under two entities: one entity consisting of its interests in Regent Centre ("Remaining Holdco") and the second entity consisting of all the other existing assets of Winsor ("Privateco");
  2. Distribution of Privateco's unlisted shares ("Distribution in specie") and a special cash dividend payable to all of Winsor's shareholders on a pro rata basis;
  3. Sale of Wing Tai's entire 73.9% interest in the reorganised Winsor, which consists of the Remaining Holdco, to Vanke Property (Hong Kong) Company Limited (the

“Purchaser”);

4. Unconditional mandatory cash offer by the Purchaser for all remaining Winsor shares at the same price received by Wing Tai; and
  5. Unconditional voluntary cash offer by Wing Tai for the remaining unlisted shares in Privateco that it does not already own.
- The approvals of Winsor’s independent shareholders and of Wing Tai’s shareholders are required for certain aspects of the proposed transactions. Importantly, Winsor’s independent shareholders may elect to remain shareholders of either Winsor and/or the unlisted Privateco. The Purchaser has not made any announcements regarding specific plans for Winsor. Separately, the unlisted shares of Privateco will not be publicly traded and there is no certainty regarding the future liquidity of such shares

Mr. Edward Cheng, Deputy Chairman and Chief Executive of Wing Tai, said: “The proposed transactions provide an attractive exit opportunity for Winsor shareholders to realise their investment at a significant premium, which has been difficult to achieve in light of the historically inactive trading of Winsor shares.”

“The disposal of our stake in Winsor monetizes the investment at a good premium. The proposed transactions further affirm our determination to become an integrated property player in Asia. With an enhanced asset base and streamlined corporate structure, we will improve the overall efficiency and financial strength of Wing Tai. Such improvements coupled with our focused business strategies will help strengthen our corporate position and ability to reflect the full underlying value of our businesses,” Mr. Cheng added.

### Benefits to Winsor’s Independent Shareholders

The aggregate consideration, assuming Winsor’s independent shareholders accept all of the proposed offers, equals **HK\$34.00 per Winsor share**. The combined consideration represents:

- A premium of 94.3%, 61.6%, 52.5% and 51.9% to the average closing prices of approximately HK\$17.50, HK\$21.04, HK\$22.29 and HK\$22.38 per Winsor share, respectively, for the previous 90, 30, 20 and 10 consecutive trading days up to and including the last trading day (13 April 2012);
- A premium of 30.8% to the closing price of HK\$26.00 on the last trading day;
- The components of such consideration include the following:
  - HK\$27.60 per Winsor share from the unconditional voluntary cash offer by Wing Tai for the unlisted shares of Privateco it does not already own;
  - HK\$5.6197 per Winsor share from the unconditional mandatory cash offer by the Purchaser for the remaining shares of Winsor; and
  - HK\$0.7803 per Winsor share from Winsor’s special cash dividend.

The all-cash offers enable Winsor's independent shareholders to fully monetize their investments. In light of the low average trading volumes of Winsor's stock over the past years, such liquidity opportunities have been rare.

### **Benefits to Wing Tai's Shareholders**

From the perspective of Wing Tai's shareholders, the proposed transactions enhance Wing Tai's financial position and shareholders' value by creating a solid platform to support its future growth:

- The proposed transactions allow Wing Tai to reduce, if not eliminate, the existing holding company discount, which provides Wing Tai with more direct control over a portfolio of investment properties previously held by Winsor;
- The proposed transactions will increase Wing Tai's recurring earnings and cash flow and strengthen its balance sheet. Such improvements will lead to greater financing capability in support of prospective property development and investment opportunities.

### **Transactions overview**

In aggregate, Winsor's independent shareholders will be entitled to HK\$34.00 per Winsor share upon completion of the proposed transactions, which represents a premium of approximately 94.3% to the average closing price over the previous 90 trading days.

Through the proposed transactions, Wing Tai aims to streamline the corporate structure and reduce the holding company's discount on the asset portfolio currently held by Winsor and enhance Wing Tai Group's financial strength.

The proposed transactions are subject to, among other conditions, the approvals of Winsor's independent shareholders and Wing Tai's shareholders.

Standard Chartered Bank is the Financial Adviser to Wing Tai in connection with the proposed transactions.

Application has been made to the Hong Kong Stock Exchange for Wing Tai shares to resume trading on 15 May 2012.

Further details regarding the proposed transactions follow below. Wing Tai's shareholders are advised to refer to the announcement issued on 14 May 2012. Wing Tai's shareholders are further advised to review additional details in the shareholder circular which will be despatched as soon as practicable.

### Group reorganisation

The Group Reorganisation proposes to establish two directly- and wholly-owned subsidiaries of Winsor:

- a. Remaining Holdco, consisting of the interests of Winsor in Regent Centre; and
- b. Privateco, consisting of Winsor's other existing assets.

### Distribution in specie and payment of special cash dividend

Winsor will distribute the unlisted shares of Privateco to its shareholders on the basis of one Privateco share for each Winsor share.

In addition, Winsor proposes a special cash dividend of its surplus cash payable to all Winsor shareholders in the amount of HK\$0.7803 per share.

### Major transaction of Wing Tai: Disposal of 73.9% interest in Winsor

Under the terms of the sale and purchase agreement ("Share Sale Agreement"), Wing Tai will dispose of its entire 73.9% interest in Winsor to the Purchaser for a total consideration of HK\$1,078.6 million, representing HK\$5.6197 per share.

Subject to the completion of the Share Sale Agreement, Wing Tai has also agreed to dispose of an additional 5.35% in Winsor, which it would acquire as a result of exercising an existing option agreement with Standard Chartered Bank, Singapore Branch. Wing Tai's further disposal of Winsor shares to the Purchaser will be transacted on the same terms as the Share Sale Agreement at HK\$5.6197 per share.

### Possible unconditional mandatory cash offer for the shares in Winsor

As a result of acquiring Wing Tai's entire interest in Winsor, the Purchaser will be required to make a mandatory unconditional cash offer for the remaining shares in Winsor it does not already own at an offer price of HK\$5.6197 per share. The unconditional mandatory cash offer enables Winsor independent shareholders to benefit from the same economics as Wing Tai.

### Possible unconditional voluntary cash offer for the Privateco shares and major and connected transactions for Wing Tai

To offer an opportunity for Privateco's independent shareholders to realise their investments in the unlisted entity, Wing Tai will also make an unconditional voluntary cash offer at HK\$27.60 per share for the Privateco shares it does not already own.

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**About Wing Tai Properties Limited**

The business of Wing Tai Properties Limited (SEHK stock code: 369) (Previously known as USI Holdings Limited) spans three core areas: property development under the Wing Tai Asia brand; hospitality investment and management under its Lanson Place brand in Hong Kong, Shanghai, Beijing, Singapore and Kuala Lumpur; and the property investment arm under its listed subsidiary, Winsor Properties Holdings Limited (SEHK stock code: 1036). Winsor is an investment holding platform focusing on property investment and management, warehousing and strategic property development activities. Wing Tai was listed on the Stock Exchange of Hong Kong Limited in 1991.

**For further information, please contact Hill+Knowlton Strategies Asia:**

Gary Li  
Tel: +852 2894 6239 / 9652 9002  
E-mail: [gary.li@hkstrategies.com](mailto:gary.li@hkstrategies.com)

Linda Pui  
Tel: +852 2894 6378 / 9700 0178  
E-mail: [linda.pui@hkstrategies.com](mailto:linda.pui@hkstrategies.com)