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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 or other registered dealer in securities, 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 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 transferee.

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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)

**MAJOR TRANSACTION****DISPOSAL OF 40% INTEREST IN A JOINT VENTURE COMPANY**

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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the meanings set out below:

“Board”	the board of directors of the Company
“Closing”	the completion of the Share Sale Agreement
“Closing Date”	16 September 2010, immediately following the signing of the Share Sale Agreement
“Company”	Wing Tai Properties Limited, a company incorporated in Bermuda with limited liability and the issued shares of which are listed on the Stock Exchange
“Director”	a director of the Company
“Disposal”	the disposal of the Sale Shares and the Seller’s Shareholder’s Loan by the Seller to the Purchaser pursuant to the Share Sale Agreement
“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
“Hongkong Land China”	Hongkong Land China Holdings Limited, a company incorporated in Bermuda with limited liability
“Hongkong Land China Group”	Hongkong Land China and its subsidiaries
“Joint Venture Group”	Jumbo Broad and its subsidiaries
“Jumbo Broad”	Jumbo Broad Limited, a company incorporated in the British Virgin Islands with limited liability and owned as to 40% by the Seller and the remaining 60% by the Purchaser prior to Closing
“Latest Practicable Date”	25 October 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Local Partner Loans”	the aggregate total outstanding principal and accrued interest on the loans as at Closing lent by the Joint Venture Group to a local PRC partner in connection with the development of the Project Sites as set out in the Share Sale Agreement, being US\$103,486,000 (approximately HK\$807,191,000) presently carrying interest rate at 12% per annum
“Major Shareholders”	Brave Dragon Limited, Wing Tai Retail Pte. Ltd., Crossbrook Group Limited, Bestime Resources Limited, Pofung Investments Limited, Broxbourne Assets Limited, Mr. Cheng Wai Chee, Christopher and Mr. Cheng Wai Sun, Edward
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers
“PRC”	the People’s Republic of China (excluding for the purposes of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“Project Companies”	Shenyang Yarun Property Development Company Limited (瀋陽雅苑房地產開發有限公司), Shenyang Hui Land Gaoqi Property Development Company Limited (瀋陽滙置高棋房地產開發有限公司) and Shenyang Suigang Baiyun Property Investment and Development Company Limited (瀋陽穗港白雲房地產投資開發有限公司) and any other Joint Venture Group companies which acquires sites for the purpose of development
“Project Sites”	the sites which have been acquired for the purposes of development by the Project Companies and any sites that are acquired by the Project Companies for the purposes of development from time to time
“Purchaser” or “Hongkong Land BVI”	King Noble International Limited, a company limited by shares incorporated in the British Virgin Islands and a wholly-owned subsidiary of Hongkong Land China
“Purchaser’s Group”	Hongkong Land China, its holding companies (but excluding any holding companies of Hongkong Land Holdings Limited or their respective holding companies), subsidiaries and subsidiary undertakings and subsidiaries and subsidiary undertakings of such holding companies from time to time
“Purchaser’s Guarantor”	Hongkong Land China
“RMB”	Renminbi (the lawful currency of the PRC)

DEFINITIONS

“Sale Shares”	40 shares of US\$1.00 each in the capital of Jumbo Broad, representing 40% of the issued shares of Jumbo Broad as at the date of the Share Sale Agreement
“Seller” or “Wing Tai BVI”	Wing Tai Properties (China)(No.1) Limited (formerly USI Investment (China)(No.1) Limited), a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Company
“Seller’s Guarantor”	the Company
“Seller’s Shareholder’s Loan”	the entire amount of the shareholder’s loan owing by Jumbo Broad to the Seller in the total amount of approximately US\$68,588,000 (approximately HK\$534,986,000) as at Closing
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share Sale Agreement”	the share sale agreement dated 16 September 2010 entered into between, amongst others, the Seller and the Purchaser relating to the sale and purchase of the Sale Shares
“Shareholders”	shareholders of the Company
“Shareholders’ Agreement”	the shareholders’ agreement dated 8 October 2007 between Hongkong Land BVI, Hongkong Land China, Wing Tai BVI, Jumbo Broad and the Company
“Shares”	ordinary shares of HK\$0.50 each in the issued share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States dollars, the lawful currency of United States of America
“Winsor”	Winsor Properties Holdings Limited, a company incorporated in the Cayman Islands with limited liability, which is a subsidiary of the Company the issued shares of which are listed on the Stock Exchange

The exchange rate used in this circular is US\$1.00 to HK\$7.80 and RMB1.00 to HK\$1.15.

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

Ng Tak Wai, Frederick

Au Hing Lun, Dennis

*Head office and principal place
of business in Hong Kong:*

27th Floor, Two Landmark East

100 How Ming Street

Kwun Tong

Kowloon

Hong Kong

Registered office:

Canon's Court

22 Victoria Street

Hamilton HM 12

Bermuda

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

Independent non-executive directors:

Simon Murray *CBE*

Fang Hung, Kenneth *GBS CBE JP*

Yeung Kit Shing, Jackson

28 October 2010

To the Shareholders

Dear Sir or Madam,

MAJOR TRANSACTION DISPOSAL OF 40% INTEREST IN A JOINT VENTURE COMPANY

1. INTRODUCTION

On 16 September 2010, Wing Tai BVI, as the Seller, entered into the Share Sale Agreement with, amongst others, Hongkong Land BVI, as the Purchaser, pursuant to which the Seller agreed to sell and the Purchaser agreed to purchase the Seller's entire interest in Jumbo Broad, for an aggregate consideration of US\$79,479,000 (approximately HK\$619,936,000). The Purchaser further agreed to pay to the Seller (i) any interest paid under the Local Partner Loans up to US\$6,181,000 (approximately HK\$48,212,000); and (ii) a cash payment(s) not exceeding RMB450,000,000 (approximately HK\$517,500,000) in the event that the Purchaser's return exceeds an agreed rate of return. The total consideration receivable by the Company under the Share Sale Agreement is up to approximately HK\$1,185,648,000.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with, among others, details of the Disposal, financial and general information of the Group.

2. DETAILS OF THE DISPOSAL

The Share Sale Agreement

Date

16 September 2010

Parties

Seller: Wing Tai Properties (China)(No.1) Limited

Seller's Guarantor: the Company

Purchaser: King Noble International Limited

Purchaser's Guarantor: Hongkong Land China Holdings Limited

The target company: Jumbo Broad

The Purchaser is an investment holding company. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Purchaser, the Purchaser's Guarantor and their ultimate beneficial owners are third parties independent of the Group and are not connected persons (as defined under the Listing Rules) of the Group.

Assets disposed

Prior to Closing, Jumbo Broad was owned as to 40% by the Seller and the remaining 60% by the Purchaser.

The Sale Shares, being 40 shares of US\$1.00 each in the capital of Jumbo Broad, representing 40% of the issued shares of Jumbo Broad. Upon Closing, the Company ceased to have any interest in Jumbo Broad.

Pursuant to the Share Sale Agreement, the Seller agreed to transfer its rights and obligations under the Seller's Shareholder's Loan, being the entire amount of the shareholder's loan owing by Jumbo Broad to the Seller as at the Closing, to the Purchaser.

Consideration

The aggregate consideration for the Seller's entire interest in Jumbo Broad is US\$79,479,000 (approximately HK\$619,936,000) payable in cash.

LETTER FROM THE BOARD

The parties to the Share Sale Agreement have agreed that, if the Joint Venture Group ceases in certain circumstances to be entitled to its rights or any ownership interests in any particular piece(s) of land within the Project Sites or the Joint Venture Group is the subject of a penalty over such land, the Seller will repay to the Purchaser an agreed portion of the deemed value of such land or the actual penalty incurred. Such portion is calculated on the basis of the Seller's 40% interest in Jumbo Broad and shall not exceed, in aggregate, the consideration amount. The Seller's obligations in this regard will expire 9 months from the Closing Date or, if during that 9 month period a notification is made by the relevant PRC authority of an intention to forfeit or revoke the Joint Venture Group's rights or ownership interests in relation to such land, within 9 months of such notification.

The Seller is entitled to receive from the Purchaser any interest paid under the Local Partner Loans up to US\$6,181,000 (approximately HK\$48,212,000), being the amount of net interest accrued on the Local Partner Loans for the period from December 2007 to the Closing Date attributable to the Seller's 40% interest in Jumbo Board. Such amount may be reduced in the event that the Purchaser's Group agrees to reduce the principal and/or interest payable by the borrower under any Local Partner Loans.

The Seller is further entitled to receive a cash payment(s) in the event that the Purchaser achieves an internal rate of return in excess of 12.9%. Such payment(s) shall equal to 80% of such amount as shall be necessary to reduce the internal rate of return to 12.9%. The total amount of such payment(s) made to the Seller under this profit sharing arrangement shall not exceed RMB450,000,000 (approximately HK\$517,500,000). The internal rate of return is the annual percentage rate by which the cash flows are discounted back from the date(s) of the cash payment(s) or cash receipt(s), as the case may be, to arrive at an aggregate net present value of nil.

The total consideration receivable by the Company under the Share Sale Agreement is up to approximately HK\$1,185,648,000. However, Shareholders and potential investors are advised that there is no certainty that there will be any interest paid under the Local Partner Loans or any amounts distributed to the Seller under the profit sharing arrangement.

The consideration, interest receivable and arrangements described above were determined after arm's length negotiation between the Seller and the Purchaser with reference to, among other things, (i) the face value of the Seller's Shareholder's Loan and (ii) the carrying value of the Joint Venture Group.

Conditions Precedent and Closing

There are no conditions to the Closing of the Share Sale Agreement and Closing took place immediately following signing of the Share Sale Agreement.

LETTER FROM THE BOARD

Termination of the Shareholders' Agreement

The parties to the Share Sale Agreement have agreed that the Shareholders' Agreement shall be terminated at Closing and, save for the rights and obligations established or preserved by the Share Sale Agreement, all claims and liabilities which the parties may have or at any time might otherwise have or have had against or in respect of each other in connection with, amongst others, the Shareholders' Agreement, are released and forever discharged as set out in the Share Sale Agreement.

Guarantees

The Seller's Guarantor has guaranteed to the Purchaser the due and punctual performance and observance by the Seller of all obligations, undertakings or commitments subject to and upon the terms and conditions of the Share Sale Agreement.

The Purchaser's Guarantor has guaranteed to the Seller the due and punctual performance and observance by the Purchaser of all its obligations, undertakings or commitments subject to and upon the terms and conditions of the Share Sale Agreement.

3. INFORMATION OF JUMBO BROAD

Jumbo Broad, through its subsidiaries, is interested in land with a total site area of approximately 1,275,764 square meters in the Shenbei District and the Hunnan District in Shenyang for development of high quality residences.

Set out below is certain audited financial information of Jumbo Broad for the period ended 31 December 2008 and year ended 31 December 2009:

	For the year ended 31 December 2009	For the period from 10 August 2007 to 31 December 2008
	<i>HK\$'000</i>	<i>HK\$'000</i>
Profit/(Loss) before taxation	33,949	(6,001)
Profit after taxation	36,931	218

As at 31 December 2009, the consolidated net assets value of the Jumbo Broad Group was HK\$65,764,000.

4. INFORMATION ABOUT HONGKONG LAND CHINA

The Hongkong Land China Group owns some five million square feet of prime office and retail space in the heart of Hong Kong's Central business district and is involved in various development activities in Hong Kong, Macau and mainland China.

Hongkong Land China is a wholly-owned subsidiary of Hongkong Land Holdings Limited, one of Asia's leading property investment, management and development groups.

LETTER FROM THE BOARD

5. INFORMATION ABOUT THE COMPANY

The Company is an investment holding company. The principal subsidiaries of the Company are engaged in property development, property investment and management, hospitality investment and management, garment manufacturing, branded products distribution and investing activities.

6. REASONS FOR THE DISPOSAL AND USE OF PROCEEDS

The Group monitors the market environment continuously and reviews its property portfolio from time to time with an aim of maximizing the return to Shareholders on its property investment business. The Directors consider that the Disposal represents a good opportunity for the Company to realise its investment at a reasonable price.

Upon Closing, the Disposal is expected to recognise an estimated gain of approximately HK\$37,445,000 for the Group, which is expected to be accounted for in the consolidated financial statements of the Company for the financial year ending 31 December 2010. The estimated gain is derived from the consideration of US\$79,479,000 (approximately HK\$619,936,000) less the total of: (i) the carrying value of the Joint Venture Group of HK\$559,119,000; (ii) estimated expenses; and (iii) taxes relating to the Disposal and subject to audit. The proceeds from the Disposal will be retained as general working capital of the Group.

The Directors (including the independent non-executive Directors) are of the view that the terms of the Share Sale Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole and has been entered into on normal commercial terms after arm's length negotiations between the parties.

7. FINANCIAL IMPACT AS A RESULT OF THE DISPOSAL

Upon Closing, the Group ceased to have any interest in the Joint Venture Group. Accordingly, the financial results of the Joint Venture Group will not be consolidated in the financial statements of the Group after Closing.

The Group expects to record a gain of approximately HK\$37,445,000 arising from the Disposal, which does not have material impact on the Group's total assets, total liabilities nor earnings for the financial year ending 31 December 2010. Following the Disposal, the net borrowings (total bank loans and long-term loans less bank balances and cash) would be reduced by approximately HK\$600,000,000 and therefore the Group's gearing ratio would be improved.

8. LISTING RULES IMPLICATIONS

As the applicable ratio of the Disposal under Rule 14.07 of the Listing Rules exceeds 25% but is less than 75%, the Disposal constitutes a major transaction of the Company under Chapter 14 the Listing Rules and is therefore subject to the approval of the Shareholders. The Major Shareholders have given their written approval to the Disposal in accordance with Rule 14.44 of the Listing Rules in lieu of a general meeting to approve the Disposal.

LETTER FROM THE BOARD

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, as (1) no existing Shareholder has any interest in the Disposal; (2) no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Disposal; and (3) the Major Shareholders, a closely allied group of shareholders who together beneficially own more than 50% in nominal value of the shares in the capital of the Company giving the right to attend and vote at its general meetings, have approved in writing in accordance with Rule 14.44 of the Listing Rules in lieu of a general meeting to approve the Disposal, no general meeting will be held to approve the Disposal which has been approved by the Major Shareholders in writing.

The Major Shareholders beneficially owned the following Shares as at the Latest Practicable Date:

Name of Major Shareholder	Number of shares directly held	Percentage of shareholding
Brave Dragon Limited	141,794,482	10.72%
Wing Tai Retail Pte. Ltd. (“Wing Tai Retail”)	50,282,667	3.80%
Crossbrook Group Limited (“Crossbrook”)	270,411,036	20.44%
Bestime Resources Limited	91,663,995	6.93%
Pofung Investments Limited	88,930,828	6.72%
Broxbourne Assets Limited	17,323,957	1.31%
Mr. Cheng Wai Chee, Christopher (“Mr. Christopher Cheng”)	5,240,829	0.40%
Mr. Cheng Wai Sun, Edward (“Mr. Edward Cheng”)	5,139,497	0.39%
Total	670,787,291	50.70%

Mr. Christopher Cheng is taken to be interested in more than one-third of the issued share capital of Bestime Resources Limited, Pofung Investments Limited and Broxbourne Assets Limited for the purpose of section 316 of the SFO. He is also a beneficiary of a trust the assets of which include indirect interests in shares in Wing Tai Holdings Limited, which is the parent company of Brave Dragon Limited, Crossbrook and Wing Tai Retail. (Messrs. Edward Cheng, Cheng Man Piu, Francis and certain other members of Mr. Christopher Cheng’s family, are the other beneficiaries of this trust.)

LETTER FROM THE BOARD

GENERAL

Your attention is drawn to the general information set out in the Appendix III to this circular.

Yours faithfully
For and on behalf of the Board
WING TAI PROPERTIES LIMITED
Cheng Wai Chee, Christopher
Chairman

1. INDEBTEDNESS STATEMENT**Borrowings**

As at the close of business on 31 August 2010 (being the latest practicable date for the purpose of this indebtedness statement prior to the printing of this circular), the Group had total outstanding borrowings of approximately HK\$5,118.6 million, comprising secured bank loans, unsecured bank loans, and other long-term loans due to minority shareholders of certain subsidiaries of approximately HK\$4,204.3 million, HK\$881.8 million and HK\$32.5 million respectively. Those unsecured bank loans were guaranteed by the Company and Winsor Properties Holdings Limited.

As at 31 August 2010, the Group has not issued any debt securities and have no other liabilities under acceptances (other than normal trade bills) or acceptance credits or hire purchase commitments.

Contingent liabilities

As at 31 August 2010, the Group had contingent liabilities in respect of guarantees given to a bank of approximately HK\$452.1 million.

Securities and charges

As at 31 August 2010, certain of the Group's investment properties, other properties, plant and equipment, properties for sale, available-for-sale financial assets and bank deposits with carrying values of approximately HK\$10,359.1 million, HK\$85.9 million, HK\$2,778.9 million, HK\$265.1 million and HK\$10.1 million, respectively were pledged to secure bank loans and credit facilities for the Group.

Save as aforesaid or as otherwise disclosed herein and apart from intra-group liabilities and normal accounts payable in the ordinary course of business, the Group did not at the close of business on 31 August 2010, have any outstanding debt securities and loan capital issued and outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness (whether guaranteed, unguaranteed, secured or unsecured), mortgages, charges or debentures, guarantees or other material contingent liabilities.

The Directors have confirmed that there has not been any other material change in the indebtedness and contingent liabilities of the Group since 31 August 2010 except for any contingent liabilities and guarantees arising from the Disposal.

2. WORKING CAPITAL

The Directors are of the opinion that after taking into account the completion of the Disposal and the present internal financial resources available to the Group including the internally generated funds, and the presently available banking facilities, the Group has, in the absence of unforeseeable circumstances, sufficient working capital for its present requirements for at least the next 12 months from the date of this circular.

3. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

The Group's profit attributable to equity holders of the Company in the first half of 2010 was HK\$794.3 million compared with HK\$7.0 million for the same period in 2009. The increase in profit for the period was mainly due to fair value gain from the Group's investment properties, gain on disposal of the Group's investment properties and higher property sales recognised during the period. Revenue for the Group was HK\$1,356.6 million for the six months ended 30 June 2010, compared with HK\$417 million for the same period in 2009.

The lingering uncertainty in the global economy as well as measures from both the mainland and Hong Kong governments to dampen speculations in its respective property markets might continue to impact on the prospect of the sector. However, the Group is cautiously optimistic about the prospects of the property market in the second half of 2010.

The Directors consider that upon completion of the Disposal, the Group's financial and cash position has been further strengthened, and the Group will be able to make investment promptly when opportunities arise.

4. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the directors are not aware of any material adverse change in the financial or trading position of the Group since 31 December 2009, being the date to which the latest published audited financial statements of the Group were made up.

The following is the text of a letter, summary of values and valuation certificate, prepared for the purpose of incorporation in this circular and received from Savills Valuation and Professional Services Limited, an independent property valuer, in connection with the valuation as at 31 August 2010 of the properties held by the Project Companies.



Savills Valuation and
Professional Services Limited
23/F Two Exchange Square
Central, Hong Kong

T : (852) 2801 6100
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savills.com

The Board of Directors
Wing Tai Properties Limited
27th Floor, Two Landmark East
100 How Ming Street
Kwun Tong
Kowloon
Hong Kong

28 October 2010

Dear Sirs,

In accordance with your instructions for us to value the properties situated in the People's Republic of China (the "PRC"), and held by Shenyang Suigang Baiyun Property Investment and Development Company Limited, Shenyang Yarun Property Development Company Limited and Shenyang Hui Land Gaoqi Property Development Company Limited (together referred to as "Project Companies"), we confirm that we have carried out inspections, made relevant enquiries and obtained such further information as we consider necessary for the purpose of providing you with our opinion of values of the properties as at 31 August 2010 for public circular purpose.

Our valuation of each of the properties is our opinion of its market value which we would define as intended to mean "the estimated amount for which a property should exchange on the date of valuation between a willing buyer and a willing seller in an arm's-length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently, and without compulsion".

The market value is the best price reasonably obtainable in the market by the seller and the most advantageous price reasonably obtainable in the market by the buyer. This estimate specifically excludes an estimated price inflated or deflated by specifically terms or circumstances such as atypical financing, sale and leaseback arrangements, joint ventures, management agreements, special considerations or concessions granted by anyone associated with the sale, or any element of special value. The market value of a property is also estimated without regard to costs of sale and purchase, and without offset for any associated taxes.

In valuing the property in Group I, which is held by the Project Companies for sale in the PRC, we have valued this property by making reference to comparable market transactions assuming sale with vacant possession.

In valuing the properties in Group II, which are held for development by the Project Companies in the PRC, we have valued them on the basis that they will be developed and completed in accordance with the latest development proposals provided to us. We have assumed that all consents, approvals and licenses from relevant government authorities for the proposals have been granted. In arriving at our opinion of values, we have adopted the direct comparison approach by making reference to the comparable market transactions as available in the market and also have taken into account the construction costs to be expended to reflect the quality of the completed developments.

We have been provided with copies of title documents relating to the properties. However, we have not searched the original documents to verify ownership or to ascertain the existence of any amendments which do not appear on the copies handed to us. In the course of our valuation, we have relied to a considerable extent on the information given by the Project Companies and your PRC's legal adviser, Wang, Wu, Yang & Ma Law Office (同方律師事務所), on the title to the properties. We have also accepted advice given to us on such matters as planning approvals or statutory notices, easements, tenure, particulars of occupancy, development proposals, outstanding construction costs, estimated completion dates, site and floor areas and all other relevant matters. Dimensions, measurements and areas included in the valuation certificate are based on information contained in the documents provided to us and are therefore only approximations. No on-site measurements have been taken. We have had no reason to doubt the truth and accuracy of the information provided to us by the Project Companies which is material to our valuation. We have also sought confirmation from the Project Companies that no material facts have been omitted from the information supplied.

We have inspected the properties and did not note any serious defects. However, no structural survey has been made, we are therefore unable to report whether the properties are free from rot, infestation or any other defects. No tests were carried out on any of the services. We have also not carried out investigations on sites to determine the suitability of the ground conditions and the services etc for any future development. Our valuation is prepared on the assumption that these aspects are satisfactory and no extraordinary expenses or delay will be incurred during the development period.

No allowance has been made in our valuation for any charges, mortgages or amounts owing on any property nor for any expenses or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that all the properties are free from encumbrances, restrictions and outgoings of an onerous nature which could affect their values.

We have valued the properties in accordance with the requirements set out in Chapter 5 and Practice Note 12 of the Rules Governing the Listing of Securities issued by The Stock Exchange of Hong Kong Limited and the Valuation Standards on Properties (First Edition January 2005) published by the Hong Kong Institute of Surveyors.

Unless otherwise stated, all money amounts stated in our report are in Renminbi (RMB).

We enclose herewith our summary of values and valuation certificate.

Yours faithfully,
For and on behalf of
Savills Valuation and Professional Services Limited
Charles C K Chan
MSc FRICS FHKIS MCI Arb RPS(GP)
Managing Director

Note: Mr. Charles C K Chan is a qualified valuer and has about 26 years' experience in the valuation of properties in Hong Kong and has about 21 years' experience in the valuation of properties in the PRC.

SUMMARY OF VALUES

No.	Property	Market value in existing state as at 31 August 2010
Group I – Property held for sale by the Project Companies in the PRC		
1.	Unsold portion of Phase I, Park Life, No. 2 Baita First Street, Dongling District, Shenyang, Liaoning Province, PRC	RMB1,900,000
Sub-total:		RMB1,900,000
Group II – Properties held for development by the Project Companies in the PRC		
2.	Remaining phases of Park Life, No. 2 Baita First Street, Dongling District, Shenyang, Liaoning Province, PRC	RMB758,000,000
3.	Shangdou, Daoyi Development Zone, Shenbei District, Shenyang, Liaoning Province, PRC	RMB435,000,000
4.	Lots 22, 25, 26 and 27, South side of Pu He Avenue, Daoyi Development Zone, Shenbei District, Shenyang, Liaoning Province, PRC	RMB398,000,000
Sub-total:		RMB1,591,000,000
Grand-total:		RMB1,592,900,000

VALUATION CERTIFICATE

Group I – Property held by the Project Companies for sale in the PRC

No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 31 August 2010															
1.	Unsold portion of Phase I, Park Life, No. 2 Baita First Street, Dongling District, Shenyang, Liaoning Province, PRC	<p>Park Life (the “development”) is a low density residential development developed in six phases.</p> <p>The property comprises the unsold portion of Phase I of the development which is erected on a site with an area of approximately 55,207.00 sq.m. (594,248 sq.ft.). The property comprises garden apartment and car parking spaces with a total gross floor area of approximately 338.92 sq.m. (3,648 sq.ft.), the breakdown of which is as follows:</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th></th> <th colspan="2" style="text-align: center;">Approximate gross floor area</th> </tr> <tr> <th></th> <th style="text-align: center;">sq.m.</th> <th style="text-align: center;">sq.ft</th> </tr> </thead> <tbody> <tr> <td>Garden apartment</td> <td style="text-align: center;">117.96</td> <td style="text-align: center;">1,270</td> </tr> <tr> <td>Car parking space</td> <td style="text-align: center;">220.96</td> <td style="text-align: center;">2,378</td> </tr> <tr> <td>Total</td> <td style="text-align: center;"><u>338.92</u></td> <td style="text-align: center;"><u>3,648</u></td> </tr> </tbody> </table>		Approximate gross floor area			sq.m.	sq.ft	Garden apartment	117.96	1,270	Car parking space	220.96	2,378	Total	<u>338.92</u>	<u>3,648</u>	The property is vacant.	RMB1,900,000
	Approximate gross floor area																		
	sq.m.	sq.ft																	
Garden apartment	117.96	1,270																	
Car parking space	220.96	2,378																	
Total	<u>338.92</u>	<u>3,648</u>																	

The property was completed in 2008.

The land use rights of the property have been granted for terms expiring in June 2053 and July 2053 respectively for residential use.

Notes:

1. Pursuant to 3 State-owned Land Use Rights Certificates, the land use rights of 3 parcels of land with a total site area of approximately 316,477.00 sq.m. have been granted to Shenyang Suigang Baiyun Property Investment and Development Company Limited (“Baiyun”) for residential use. Details of the said certificates are as follows:

No.	Land Use Rights Certificate No.	Issuance Date	Site Area (sq.m.)	Land Use Term Expiry Date
(i)	Dongling Guo Yong (2003) No. 07190306	2 June 2003	101,012.00	June 2053
(ii)	Dongling Guo Yong (2003) No. 07190310	30 June 2003	66,671.00	June 2053
(iii)	Dongling Guo Yong (2003) No. 07190321	16 July 2003	148,794.00	July 2053

As advised by Baiyun, the property comprises portion of these 3 parcels of land with a site area of 55,207.00 sq.m.

2. We have been provided with a legal opinion on the title to the property issued by your PRC’s legal adviser, which contains, inter-alia, the following information:
- (i) the land use rights of the property are legally held by Baiyun;
 - (ii) the land use rights of the property are mortgaged to Bank of China Limited;
 - (iii) Baiyun is entitled to transfer, lease or mortgage the land use rights of the property after obtaining the written consent from the mortgagee; and
 - (iv) all requisite Construction Land Planning Permits, Construction Works Planning Permits, Construction Works Commencement Permits and Pre-sale Permits have been granted for the property.

VALUATION CERTIFICATE

Group II – Properties held for development by the Project Companies in the PRC

No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 31 August 2010
2.	Remaining phases of Park Life, No. 2 Baita First Street, Dongling District, Shenyang, Liaoning Province, PRC	Park Life (the “development”) is a low density residential development developed in six phases. The property comprises Phases II to VI of the development which is erected on a site with a total area of approximately 517,212.00 sq.m. (5,567,270 sq.ft.). Upon completion, Phase II of the development will provide a total gross floor area of approximately 157,697.00 sq.m. (1,697,449 sq.ft.), the breakdown of which is as follows:	Phase II of the property is under construction whilst the remaining phases are vacant land.	RMB758,000,000

	Approximate gross floor area	
	sq.m.	sq.ft
Townhouse	35,528.00	382,423
Garden apartment	34,935.00	376,040
High-rise apartment	66,622.00	717,119
Car parking space	18,546.00	199,629
Service centre	2,066.00	22,238
Total	157,697.00	1,697,449

Phase II is scheduled to be completed in October 2012. The remaining phases of the property are vacant land pending for development.

The land use rights of the property have been granted for various terms expiring between June 2053 and August 2053 for residential use.

Notes:

1. Pursuant to 6 State-owned Land Use Rights Certificates, the land use rights of six parcels of land with a total site area of approximately 572,419.00 sq.m. have been granted to Shenyang Suigang Baiyun Property Investment and Development Company Limited (“Baiyun”) for residential use. Details of the said certificates are as follows:

No.	Land Use Rights Certificate No.	Issuance Date	Site Area (sq.m.)	Land Use Term Expiry Date
(i)	Dongling Guo Yong (2003) No. 07190306	2 June 2003	101,012.00	June 2053
(ii)	Dongling Guo Yong (2003) No. 07190310	30 June 2003	66,671.00	June 2053
(iii)	Dongling Guo Yong (2003) No. 07190321	15 June 2003	148,794.00	July 2053
(iv)	Dongling Guo Yong (2003) No. 07190320	16 June 2003	50,606.00	July 2053
(v)	Dongling Guo Yong (2003) No. 07190339	4 August 2003	18,883.00	August 2053
(vi)	Dongling Guo Yong (2003) No. 07190340	4 August 2003	186,453.00	August 2053

As advised by Baiyun, the property comprises portion of these 6 parcels of land with a total site area of 517,212.00 sq.m.

2. Pursuant to the Construction Land Planning Permit Shen Gui Tu Zheng Zi 2006 Nian No. 0176, the land on which Phase II of the development stands is 10.66 hectare.
3. Pursuant to the Construction Works Planning Permit Shen Man Gui Jian Zheng Zi 2007 Nian No. 002, the construction scale of Phase II of the development is 200,770 sq.m..
4. Pursuant to the Construction Works Commencement Permit Nos. 210106200909070101, 210100201009292901 and 210100201009292801, the construction works for a total gross floor area of 83,485.37 sq.m. have been permitted to commence.
5. Pursuant to a Pre-sale Permit Shen Fang Yu Shou No. 10080, the total gross floor area of 12,753.61 sq.m. has been permitted for pre-sale.
6. As advised by Baiyun, the construction cost incurred on Phase II and site formation cost incurred on the remaining phases of the property as at 31 August 2010 were approximately RMB132,507,000 and RMB41,375,000 respectively, which have been taken into account in our valuation. The estimated outstanding construction cost to be spent to complete Phase II of the development as at 31 August 2010 was approximately RMB292,000,000, which has also been taken into account in our valuation.
7. The market value of Phase II of the property as if completed as at 31 August 2010 is RMB983,000,000.
8. As advised by Baiyun, the total demolition and land leveling fee to be payable as at 31 August 2010 was approximately RMB406,864,200, which has been taken into account in our valuation.
9. We have been provided with a legal opinion on the title to the property issued by your PRC’s legal adviser, which contains, inter-alia, the following information:
- (i) the land use rights of the property are legally held by Baiyun;
 - (ii) the land use rights of the property as mentioned in Note 1 (i) to (iii), (v) and (vi) are mortgaged to Bank of China Limited; and
 - (iii) Baiyun is entitled to transfer, lease or mortgage the land use rights of the property after obtaining the written consent from the mortgagee except for the land use rights as mentioned in Note 1 (iv).

No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 31 August 2010																											
3.	Shangdou, Daoyi Development Zone, Shenbei District, Shenyang, Liaoning Province, PRC	<p>The property, named “Shangdou”, is a low density residential development being developed on a site with a total area of approximately 346,721.00 sq.m. (3,732,105 sq.ft.).</p> <p>Phase I of the property is developed on a site with an area of approximately 130,626.00 sq.m. (1,406,058 sq.ft.). Upon completion, Phase I of the development will provide a total gross floor area of approximately 156,141.91 sq.m. (1,680,711 sq.ft.), the breakdown of which is as follows:</p> <table border="1"> <thead> <tr> <th></th> <th colspan="2">Approximate gross floor area</th> </tr> <tr> <th></th> <th>sq.m.</th> <th>sq.ft</th> </tr> </thead> <tbody> <tr> <td>Townhouse</td> <td>43,160.58</td> <td>464,580</td> </tr> <tr> <td>Garden apartment</td> <td>42,811.69</td> <td>460,825</td> </tr> <tr> <td>High-rise</td> <td>52,508.00</td> <td>565,196</td> </tr> <tr> <td>Car parking space</td> <td>10,502.64</td> <td>113,050</td> </tr> <tr> <td>Ancillary facilities</td> <td>3,146.00</td> <td>33,864</td> </tr> <tr> <td>Club house</td> <td>4,013.00</td> <td>43,196</td> </tr> <tr> <td>Total</td> <td>156,141.91</td> <td>1,680,711</td> </tr> </tbody> </table>		Approximate gross floor area			sq.m.	sq.ft	Townhouse	43,160.58	464,580	Garden apartment	42,811.69	460,825	High-rise	52,508.00	565,196	Car parking space	10,502.64	113,050	Ancillary facilities	3,146.00	33,864	Club house	4,013.00	43,196	Total	156,141.91	1,680,711	Phase I of the property is under construction whilst the remaining portion of the property is vacant land.	RMB435,000,000
	Approximate gross floor area																														
	sq.m.	sq.ft																													
Townhouse	43,160.58	464,580																													
Garden apartment	42,811.69	460,825																													
High-rise	52,508.00	565,196																													
Car parking space	10,502.64	113,050																													
Ancillary facilities	3,146.00	33,864																													
Club house	4,013.00	43,196																													
Total	156,141.91	1,680,711																													
		<p>Phase I is scheduled to be completed in September 2013. The remaining portion of the property is vacant land pending for development.</p> <p>The land use rights of the property have been granted for various terms for residential and commercial uses.</p>																													

Notes:

1. Pursuant to the State-owned Land Use Rights Grant Contract No. 2101132009A0088 dated 10 November 2009, the land use rights of a parcel of land with a site area of 130,626 sq.m. have been contracted to be granted to Shenyang Yarun Property Development Company Limited (“Yarun”) for terms of 40 years for commercial services uses and 50 years for commodity housing use at a consideration of RMB107,243,946.
2. Pursuant to State-owned Land Use Rights Certificate No. Shenbei Guo Yong (2009) 373, the land use rights of a parcel of land with a site area of 130,626 sq.m. have been granted to Yarun for a term expiring on 21 November 2059 for commercial and residential uses.
3. Pursuant to the State-owned Land Use Rights Grant Contract No. 2101132009B02199 dated 19 December 2009, the land use rights of a parcel of land with a site area of 93,611 sq.m. have been contracted to be granted to Yarun for terms of 40 years for commercial service uses and 50 years for commodity housing use at a consideration of RMB103,159,322.
4. Pursuant to the State-owned Land Use Rights Certificate No. Shenbei Guo Yong (2010) 098, the land use rights of a parcel of land with a site area of 93,611 sq.m. have been granted to Yarun for a term expiring on 9 January 2060 for residential use.
5. Pursuant to three State-owned Land Use Rights Transaction Confirmation Letters, the land use rights of three parcels of land with a total site area of approximately 122,484 sq.m. have been granted to Yarun at a total land premium of RMB122,287,579 for residential commercial uses. Details of the said letters are as follows:

No.	Land Use Rights Transaction Confirmation Letter No.	Issuance Date	Site Area (sq.m.)
(i)	Shenbei Jiao Zi (2009) No. 236	31 December 2009	42,376
(ii)	Shenbei Jiao Zi (2009) No. 128	23 October 2009	29,369
(iii)	Shenbei Jiao Zi (2009) No. 127	23 October 2009	50,739

As advised, Yarun is applying for the relevant title documents.

6. Yarun has obtained 2 Construction Land Planning Permit Di Zi Nos. 210113200900077 and 210113201000031 for Phase I of the property.
7. Pursuant to the Construction Works Planning Permit Jian Zi No. 310113201000013, the construction scale of Phase I is 152,248 sq.m..
8. Pursuant to 2 Construction Works Commencement Permit Nos. PH210113201005310101 and PH210113201009290101, the construction works for a total gross floor area of 51,936 sq.m. of Phase I have been permitted to commence.
9. As advised by Yarun, the construction cost incurred on Phase I and the estimated outstanding construction cost to be spent to complete Phase I of the property as at 31 August 2010 were approximately RMB51,537,000 and RMB395,000,000 respectively, which have been taken into account in our valuation.
10. The market value of Phase I of the property as if completed as at 31 August 2010 is RMB842,000,000.
11. We have been provided with a legal opinion on the title to the property issued by your PRC’s legal adviser, which contains, inter-alia, the following information:
 - (i) Yarun has obtained the State-owned Land Use Rights Certificates for the land as mentioned in Notes 2 and 4 and is entitled to transfer, lease or mortgage such land use rights after obtaining the written consent from the mortgagee;
 - (ii) the land use rights as mentioned in Notes 2 and 4 are mortgaged to Bank of China Limited;
 - (iii) all requisite permits or approvals for the construction of Phase I of the property have been obtained; and
 - (iv) all land premium has been fully paid, so there are no legal impediments for Yarun to obtain the State-owned Land Use Rights Certificates for the land as mentioned in Note 5. After obtaining such certificates, Yarun will be entitled to transfer, lease or mortgage such land use rights.

No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 31 August 2010
4.	Lots 22, 25, 26 and 27, South side of Pu He Avenue, Daoyi Development Zone, Shenbei District, Shenyang, Liaoning Province, PRC	<p>The property comprises four parcels of land with a total site area of approximately 356,624.00 sq.m. (3,838,701 sq.ft.).</p> <p>The land use rights of the property have been granted for terms of 40 years and 50 years for commercial and residential uses.</p>	The property is vacant land.	RMB398,000,000

Notes:

1. Pursuant to 4 State-owned Land Use Rights Transaction Confirmation Letters, the land use rights of four parcels of land with a total site area of approximately 356,624 sq.m. have been granted to Shenyang Hui Land Gaoqi Property Development Company Limited ("Gaoqi") at a total land premium of RMB337,009,680 for commercial and residential uses. Details of the said letters are as follows.

No.	Land Use Rights Transaction Confirmation Letter No.	Lot No	Issuance Date	Site Area (sq.m.)
(i)	Shenbei Jiao Zi (2009) No. 83	26	24 July 2009	77,473.00
(ii)	Shenbei Jiao Zi (2009) No. 126	27	23 October 2009	67,399.00
(iii)	Shenbei Jiao Zi (2009) No. 107	25	10 October 2009	49,266.00
(iv)	Shenbei Jiao Zi (2009) No. 137	22	26 October 2009	162,486.00

As advised, Gaoqi is applying for the relevant title documents.

2. We have been provided with a legal opinion on the title to the property issued by your PRC's legal adviser, which contains, inter-alia, the following information:
- (i) Gaoqi has fully paid the land premium; and
 - (ii) there are no legal impediments for Gaoqi to obtain the State-owned Land Use Rights Certificate of the property. After obtaining such certificates, Gaoqi will be entitled to transfer, lease or mortgage such land use rights.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

2. DISCLOSURE OF INTERESTS

(a) Directors and chief executive

As at the Latest Practicable Date, the interests of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of the SFO or have been recorded in the register maintained by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

I. Interests in the Company

Name of Director	Number of Shares held				Number of underlying Shares held under equity derivatives (Note e)	Aggregate interests	Percentage of the issued share capital (Note a)
	Personal interests	Family interests	Corporate interests	Other interests			
Cheng Wai Chee, Christopher	5,240,829	-	197,918,780 (Note b)	462,488,185 (Note c)	2,548,737	668,196,531	50.51%
Cheng Wai Sun, Edward	5,139,497	-	-	462,488,185 (Note c)	2,548,737	470,176,419	35.54%
Cheng Man Piu, Francis	-	-	-	462,488,185 (Note c)	-	462,488,185	34.96%
Chow Wai Wai, John	200,002	-	-	-	-	200,002	0.02%
Ng Tak Wai, Frederick	344,319	1,016,000	-	-	119,738	1,480,057	0.11%
Au Hing Lun, Dennis	1,327,912	-	-	-	1,211,085	2,538,997	0.19%
Kwok Ping Luen, Raymond	-	-	-	9,224,566 (Note d)	-	9,224,566	0.70%
Simon Murray	-	-	-	-	1,094,737	1,094,737	0.08%

Notes:

- (a) The total number of issued Shares as at the Latest Practicable Date was 1,322,936,463.
- (b) Mr. Cheng Wai Chee, Christopher was deemed to be interested in 197,918,780 Shares beneficially owned by Bestime Resources Limited, Pofung Investments Limited and Broxbourne Assets Limited by virtue of his corporate interests in these companies through Wing Tai (Cheng) Holdings Limited, Renowned Development Limited and Wing Tai Corporation Limited. Bestime Resources Limited, Pofung Investments Limited and Broxbourne Assets Limited were the beneficial owners of 91,663,995, 88,930,828 and 17,323,957 Shares respectively.
- (c) For the purpose of Part XV of the SFO, Mr. Cheng Wai Chee, Christopher, Mr. Cheng Wai Sun, Edward and Mr. Cheng Man Piu, Francis, being beneficiaries of a family trust, were deemed to be interested in 462,488,185 Shares beneficially owned by Brave Dragon Limited, Wing Tai Retail Pte. Ltd. and Crossbrook Group Limited as set out under the section headed Substantial Shareholders' Interests below. The same represented the same interests and was therefore duplicated amongst these three directors for the purpose of Part XV of the SFO.
- (d) Mr. Kwok Ping Luen, Raymond was a beneficiary of a trust the assets of which included interests in 9,224,566 Shares.
- (e) These interests represented the interests in underlying shares in respect of the share options or incentive shares granted by the Company to these directors as beneficial owners. Details of which are set out in the section below headed Share Option Scheme or Share Incentive Scheme.

II. Interests in associated corporation, Winsor

Name of Director	Number of ordinary shares held				Aggregate interests	Percentage of the issued share capital of Winsor (Note a)
	Personal interests	Family interests	Corporate interests	Other interests		
Cheng Wai Chee, Christopher	-	27,000	-	205,835,845 (Note b)	205,862,845	79.27%
Cheng Wai Sun, Edward	-	-	-	205,835,845 (Note b)	205,835,845	79.26%
Cheng Man Piu, Francis	-	-	-	205,835,845 (Note b)	205,835,845	79.26%
Chow Wai Wai, John	2,713,000	-	-	-	2,713,000	1.04%
Kwok Ping Luen, Raymond	500	-	-	-	500	0.0002%

Notes:

- (a) The total number of issued shares in the capital of Winsor as at the Latest Practicable Date was 259,685,288 shares.
- (b) For the purpose of Part XV of the SFO, Mr. Cheng Wai Chee, Christopher, Mr. Cheng Wai Sun, Edward and Mr. Cheng Man Piu, Francis, being beneficiaries of a family trust, were deemed to be interested in (i) 191,935,845 shares of Winsor ("Winsor Share") beneficially owned by Twin Dragon Investments Limited (42,991,387 Winsor Shares) and the Company (148,944,458 Winsor Shares) and (ii) 13,900,000 Winsor Shares which are subject to a put option granted by the Company to a third party, these interests represented the same interests and were therefore duplicated amongst these three directors.

III. Share Option Scheme

Details of the share options granted to an independent non-executive director under the share option scheme of the Company adopted on 10 June 2003 and outstanding as at the Latest Practicable Date are as follows:

Name of Director	Date of grant	Number of share options	Exercisable period	Exercise price per ordinary share
Simon Murray	19.4.2005	1,094,737	19.4.2006 to 18.4.2012	HK\$1.941

IV. Share Incentive Scheme

Details of the incentive shares awarded to certain executive directors under the share incentive scheme of the Company and outstanding as at the Latest Practicable Date are as follows:

Name of Director	Date of award	Number of incentive shares	Vesting date	Exercisable period
Cheng Wai Chee, Christopher	8.7.2008	206,358	30.1.2011	30.1.2011 to 8.7.2018
	15.6.2009	426,126	20.1.2011	20.1.2011 to 15.6.2019
	15.6.2009	852,253	20.1.2012	20.1.2012 to 15.6.2019
	25.6.2010	266,000	19.1.2011	19.1.2011 to 25.6.2020
	25.6.2010	266,000	19.1.2012	19.1.2012 to 25.6.2020
	25.6.2010	532,000	19.1.2013	19.1.2013 to 25.6.2020
Cheng Wai Sun, Edward	8.7.2008	206,358	30.1.2011	30.1.2011 to 8.7.2018
	15.6.2009	426,126	20.1.2011	20.1.2011 to 15.6.2019
	15.6.2009	852,253	20.1.2012	20.1.2012 to 15.6.2019
	25.6.2010	266,000	19.1.2011	19.1.2011 to 25.6.2020
	25.6.2010	266,000	19.1.2012	19.1.2012 to 25.6.2020
	25.6.2010	532,000	19.1.2013	19.1.2013 to 25.6.2020
Ng Tak Wai, Frederick	8.7.2008	22,442	30.1.2011	30.1.2011 to 8.7.2018
	15.6.2009	19,432	20.1.2011	20.1.2011 to 15.6.2019
	15.6.2009	38,864	20.1.2012	20.1.2012 to 15.6.2019
	25.6.2010	9,750	19.1.2011	19.1.2011 to 25.6.2020
	25.6.2010	9,750	19.1.2012	19.1.2012 to 25.6.2020
	25.6.2010	19,500	19.1.2013	19.1.2013 to 25.6.2020
Au Hing Lun, Dennis	8.7.2008	99,074	30.1.2011	30.1.2011 to 8.7.2018
	15.6.2009	200,337	20.1.2011	20.1.2011 to 15.6.2019
	15.6.2009	400,674	20.1.2012	20.1.2012 to 15.6.2019
	25.6.2010	127,750	19.1.2011	19.1.2011 to 25.6.2020
	25.6.2010	127,750	19.1.2012	19.1.2012 to 25.6.2020
	25.6.2010	255,500	19.1.2013	19.1.2013 to 25.6.2020

Notes:

- (a) Awards of the incentive shares are rights given to selected employees (including executive directors) to subscribe in cash for Shares under the share incentive scheme approved by shareholders of the Company on 17 June 2005.
- (b) Subscription price per Share is the par value of one Share. Funds for subscription of Shares will be provided by the Company when the right to subscribe for Shares is exercised.

All the interests in shares disclosed above under this section represent long position in the shares and underlying shares of the Company or its associated corporations (within the meaning of the SFO). Save as disclosed above, as at the Latest Practicable Date, none of the Directors nor the chief executive of the Company had or was deemed to have any interest or short position in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of the SFO) which has been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of the SFO or have been recorded in the register maintained by the Company pursuant to section 352 of the SFO, or which has been notified to the Company and the Stock Exchange pursuant to the Model Code.

(b) Substantial shareholders Interests

As at the Latest Practicable Date, the following persons (other than the Directors and the chief executive of the Company) had interests or short positions in the shares and underlying shares of the Company as recorded in the register kept by the Company pursuant to section 336 of the SFO:

Long Positions in the Shares of the Company

	Name of Shareholder	Capacity	Number of Shares interested	Approximately percentage of the issued share capital <i>(Note 1)</i>
1.	Brave Dragon Limited	Beneficial owner	141,794,482	10.72%
2.	Crossbrook Group Limited	Beneficial owner	270,411,036	20.44%
3.	Wing Tai Holdings Limited	Interest of controlled corporation	462,488,185 <i>(Notes 2(a) & 3)</i>	34.96%
4.	Deutsche Bank International Trust Co. (Jersey) Limited	Trustee	462,488,185 <i>(Notes 2(b) & 4)</i>	34.96%
5.	Deutsche Bank International Trust Co. (Cayman) Limited	Trustee	462,488,185 <i>(Notes 2(b) & 4)</i>	34.96%
6.	Wing Tai Corporation Limited	Interest of controlled corporation	180,594,823 <i>(Note 5)</i>	13.65%

	Name of Shareholder	Capacity	Number of Shares interested	Approximately percentage of the issued share capital
7.	Renowned Development Limited	Interest of controlled corporation	180,594,823 (Notes 2(c) & 5)	13.65%
8.	Wing Tai (Cheng) Holdings Limited	Interest of controlled corporation	197,918,780 (Notes 2(d) & 6)	14.96%
9.	Sun Hung Kai Properties Limited	Interest of controlled corporation	182,608,533 (Note 7)	13.80%
10.	HSBC Trustee (C.I.) Limited	Trustee	182,608,533 (Notes 2(e) & 8)	13.80%
11.	Gala Land Investment Co Ltd	Beneficial owner	101,579,456	7.68%
12.	Farnham Group Ltd	Interest of controlled corporation	101,579,467 (Notes 2(f) & 9)	7.68%
13.	Chow Chung Kai	Beneficial owner, interest of spouse, controlled corporation and other	180,024,824 (Notes 2(f) & 10)	13.61%
14.	Chow Yu Yue Chen	Beneficial owner, interest of spouse and controlled corporation	150,812,777 (Notes 2(f) & 11)	11.40%

Notes:

- (1) The total number of issued Shares as at the Latest Practicable Date was 1,322,936,463.
- (2) The interests disclosed duplicated in the following manners and to the following extent:
 - (a) the interests of parties 1 and 2 were included in the interests of party 3.
 - (b) the interests of party 3 duplicated with the interests of parties 4 and 5 entirely.
 - (c) the interests of party 6 duplicated with the interests of party 7 entirely.
 - (d) the interests of parties 6 and 7 were included in the interests of party 8.
 - (e) the interests of party 9 duplicated with the interests of party 10 entirely.
 - (f) the interests of party 11 duplicated with the interests of party 12 entirely and were included in the interests of parties 13 and 14.

- (3) Wing Tai Holdings Limited beneficially owned 89.4% of the issued share capital of Brave Dragon Limited, 100% of the issued share capital of Crossbrook Group Limited and 100% of the issued shares capital of Wing Tai Retail Pte. Ltd., Wing Tai Retail Pte. Ltd. owned 50,282,667 Shares. Mr. Loh Soo Eng is an independent director of Wing Tai Holdings Limited.
- (4) Deutsche Bank International Trust Co. (Jersey) Limited was the trustee of a family trust (of which Mr. Cheng Wai Chee, Christopher, Mr. Cheng Wai Sun, Edward and Mr. Cheng Man Piu, Francis were beneficiaries) which held all units of a unit trust ("Unit Trust"). Deutsche Bank International Trust Co. (Cayman) Limited was the trustee of the Unit Trust which beneficially owned 100% of the issued shares of Wing Tai Asia Holdings Limited and 61.3% of the issued shares of Terebene Holdings Inc. Wing Tai Asia Holdings Limited, through its wholly-owned subsidiary, Wing Sun Development Private Limited, held 28.58% of the issued shares of Wing Tai Holdings Limited. Terebene Holdings Inc. held 59.3% of the issued shares of Winlyn Investment Pte Ltd. which in turn held 9.35% of the issued shares of Wing Tai Holdings Limited.
- (5) Wing Tai Corporation Limited beneficially owned 100% of the issued share capital of Bestime Resources Limited ("Bestime") and Pofung Investments Limited ("Pofung") and, therefore, by virtue of its corporate interest in Bestime and Pofung, Wing Tai Corporation Limited was deemed to be interested in 91,663,995 Shares and 88,930,828 Shares held by Bestime and Pofung.

By virtue of the corporate interest of Renowned Development Limited in Wing Tai Corporation Limited, the former was deemed to be interested in the latter's interest in the Shares.

Mr. Cheng Wai Chee Christopher and Mr. Cheng Man Piu, Francis are directors of Wing Tai Corporation Limited and Renowned Development Limited.

- (6) By virtue of the corporate interest of Wing Tai (Cheng) Holdings Limited in Renowned Development Limited and Broxbourne Assets Limited, Wing Tai (Cheng) Holdings Limited was deemed to be interested in the interest of Renowned Development Limited and Broxbourne Assets Limited in the Shares. Broxbourne Assets Limited beneficially owned 17,323,957 Shares.

Mr. Cheng Wai Chee, Christopher and Mr. Cheng Man Piu, Francis are directors of Wing Tai (Cheng) Holdings Limited.

- (7) Sun Hung Kai Properties Limited ("SHKP") beneficially owned 100% of the issued share capital of Wesmore Limited ("Wesmore"), Fourseas Investments Limited ("Fourseas"), Junwall Holdings Ltd ("Junwall"), Sunrise Holdings Inc. ("Sunrise") and Country World Ltd. ("Country World"). Wesmore held 111,928,210 Shares.

Fourseas beneficially owned 100% of the issued share capital of Soundworld Limited ("Soundworld"), Units Key Limited ("Units Key") and Triple Surge Limited ("Triple Surge"). Soundworld, Units Key and Triple Surge were the beneficial owners of 20,869,323, 4,669,333 and 37,680,000 Shares respectively.

Junwall beneficially owned 100% of the issued share capital of Techglory Limited ("Techglory"). Techglory was the beneficial owner of 192,000 Shares.

Sunrise beneficially owned 100% of the issued share capital of Charmview International Ltd ("Charmview"). Charmview was the beneficial owner of 7,141,600 Shares.

Country World beneficially owned 100% of the issued share capital of Erax Strong Development Ltd ("Erax Strong"). Erax Strong was the beneficial owner of 128,067 Shares.

By virtue of the corporate interest of SHKP in the aforesaid companies, SHKP was deemed to be interested in the interest of Wesmore, Soundworld, Units Key, Triple Surge, Techglory, Charmview and Erax Strong in the Shares.

Mr. Kwok Ping Luen, Raymond is the vice chairman and managing director of SHKP, Mr. Yung Wing Chung is a corporate advisor of SHKP and Mr. Hong Pak Cheung, William is a manager of SHKP.

- (8) HSBC Trustee (C.I.) Limited, as the trustee of certain discretionary trusts, was deemed to be interested in 42.01% of the issued share capital of SHKP. By virtue of its deemed interest in SHKP, it was deemed to be interested in 182,608,533 Shares.

- (9) Farnham Group Ltd (“Farnham”) beneficially owned 100% of the issued share capital of Gala Land Investment Co Ltd (“Gala Land”), therefore, Farnham was deemed to be interested in the 101,579,467 Shares held by Gala Land by virtue of its corporate interest therein.

- (10) Mr. Chow Chung Kai and his wife, Madam Chow Yu Yue Chen, held 48,532,744 and 700,566 Shares respectively.

The estate of the late Mr. Chou Wen Hsien, of which Mr. Chow Chung Kai was the executor, was interested in 29,212,047 Shares.

Mr. Chow Chung Kai beneficially owned 50% of the issued share capital of Farnham and, therefore, Mr. Chow Chung Kai was deemed to be interested in the 101,579,467 Shares held by Gala Land by virtue of his corporate interest therein.

The estate of the late Mr. Chou Wen Hsien, of which Mr. Chow Chung Kai was the executor, was interested in 50% of the issued share capital of Farnham.

- (11) Madam Chow Yu Yue Chen and her husband, Mr. Chow Chung Kai, held 700,566 and 48,532,744 Shares respectively.

Mr. Chow Chung Kai beneficially owned 50% of the issued share capital of Farnham and, therefore, Madam Chow Yu Yue Chen was deemed to be interested in the 101,579,467 Shares held by Gala Land by virtue of Mr. Chow Chung Kai’s corporate interest therein.

Save as disclosed above, the directors and the chief executive of the Company are not aware that there is any person (other than any directors or chief executive of the Company) who, as at the Latest Practicable Date, had an interest or a short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were required to be entered into the register required to be kept under Section 336 of the SFO.

3. DIRECTORS’ SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had entered into any service contract with any member of the Group (excluding contracts expiring or determinable by that member of the Group within one year without payment of compensation (other than statutory compensation)).

4. DIRECTORS’ INTERESTS IN COMPETING BUSINESSES

The interests of the Directors and their respective associates in competing businesses required to be disclosed pursuant to Rule 8.10 of the Listing Rules are as follows:

Mr. Cheng Wai Chee, Christopher, Mr. Cheng Wai Sun, Edward and Mr. Cheng Man Piu, Francis are substantial shareholders of Wing Tai (Cheng) Holdings Limited and Pacific Investment Exponents Inc. (the “Group One Companies”). Mr. Cheng Wai Chee, Christopher and Mr. Cheng Man Pui, Francis are directors of the Group One Companies.

Mr. Cheng Wai Chee, Christopher, Mr. Cheng Wai Sun, Edward and Mr. Cheng Man Piu, Francis are beneficiaries of a family trust which is a substantial shareholder of Wing Tai Garment Industrial Holdings Limited (the “Group Two Company”). Mr. Cheng Wai Chee, Christopher and Mr. Cheng Man Piu, Francis are directors of the Group Two Company.

Mr. Cheng Wai Chee, Christopher, Mr. Cheng Wai Sun, Edward and Mr. Cheng Man Piu, Francis are beneficiaries of a family trust which is a substantial shareholder of Wing Tai Asia Holdings Limited and Terebene Holdings Inc. (the “Group Three Companies”).

Certain companies controlled by the Group One Companies and the Group Two Company carry on garment business in China, Cambodia and Mauritius which might be regarded as competitive to the Group’s apparel business.

Certain companies affiliated with the Group Three Companies carry on garment business in Malaysia which might be regarded as competitive to the Group’s apparel business.

The Company’s independent non-executive directors and the members of the Company’s Audit Committee will ensure that the Group is capable of carrying on its business independently of, and at arm’s length from the aforesaid garment businesses.

Mr. Kwok Ping Luen, Raymond is a director of Sun Hung Kai Properties Limited (“SHKP”). Businesses of SHKP consist of property development, property investment and management, and hospitality investment and management. Only in this respect he is regarded to be interested in the relevant competing business with the Group.

Mr. Kwok Ping Luen, Raymond is a director of Transport International Holdings Limited (“TIH”). Businesses of TIH consist of property development and investment. Also, Mr. Kwok is a member of the Kwok Family which maintains certain personal and deemed interests in businesses consisting of property developments and investments in Hong Kong and Singapore. Only in this respect he is regarded to be interested in the relevant competing business with the Group.

Other than the family business of Kwok Family, the aforesaid competing businesses, in which Mr. Kwok Ping Luen, Raymond is regarded to be interested, are managed by separate publicly listed companies with independent management and administration. In this respect, coupled with the diligence of its independent non-executive directors and the Audit Committee, the Group is capable of carrying on its business independently of, and at arm’s length from, the said competing businesses.

5. DIRECTORS’ INTERESTS IN ASSETS AND CONTRACTS

On 4 December 2008, a contract entered into between Gieves Limited (“Gieves”), an indirect subsidiary of the Company, and Wensum Tailoring Limited (“Wensum”) under which Gieves may place orders with Wensum for supply of certain finished tailored menswear or their components for the three years ending on 31 December 2011. Each of Mr. Cheng Wai Chee, Christopher, Mr. Cheng Wai Sun, Edward and Mr. Cheng Man Piu, Francis has an indirect interest in the share capital of Wensum.

On 23 April 2008, a contract entered into between the Company, DNP Holdings Berhad (“DNP”) and Kualiti Gold Sdn Bhd (the “JV Company”) relating to the formation of the JV Company for the purposes of acquiring a building in Kuala Lumpur (the “Development”), fitting out and operating the Development as serviced apartments. Each of Mr. Cheng Wai Chee, Christopher, Mr. Cheng Wai Sun, Edward and Mr. Cheng Man Piu, Francis has an indirect interest in the share capital of DNP and the JV Company.

On 8 January 2009, four operating agreements (“2009 Operating Agreements”) and four licence agreements (“2009 Licence Agreements”) entered into between Lanson Place Hospitality Management (Malaysia) Limited (“LP Malaysia”), Lanson Place Hospitality Management (Singapore) Pte Limited (“LP Singapore”), Lanson Place Hotels & Residences (Bermuda) Limited (“LP Bermuda”), all wholly-owned subsidiaries of the Company, and Winshine Investment Pte Ltd (“Winshine”), Seniharta Sdn Bhd (“Seniharta”) and the JV Company (collectively the “WT Associates”) for a term of 10 years.

Under the 2009 Operating Agreements, LP Singapore has agreed to provide serviced apartment management services to Winshine, LP Malaysia has agreed to provide hotel apartment management services and serviced apartment management consulting services to Seniharta whereas LP Malaysia has agreed to provide serviced apartment management consulting services to the JV Company.

Under the 2009 Licence Agreements, LP Bermuda has agreed to grant to the WT Associates the rights to use certain trademarks and tradenames in relation to certain serviced apartment blocks located in Singapore or Malaysia.

Each of Mr. Cheng Wai Chee, Christopher, Cheng Wai Sun, Edward and Cheng Man Piu, Francis has an indirect interest in the share capital of the WT Associates.

Save as disclosed in this circular, none of the Directors have any interest, direct or indirect, in any assets which have been, since 31 December 2009 (being the date to which the latest published audited accounts of the Group were made up), acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group and the Directors confirmed that there is no contract or arrangement subsisting at the date of this circular in which any of them is materially interested and which is significant in relation to the business of the Group.

6. MATERIAL CONTRACTS

The following contracts (not being contracts entered into in the ordinary course of business of the Group) were entered into by members of the Group within the two years immediately preceding the date of this circular and up to the Latest Practicable Date and are or may be material:

1. On 9 November 2009, the Company entered into the underwriting agreement with Standard Chartered Securities (Hong Kong) Limited (formerly know as Cazenove Asia Limited) (the “Underwriter”), in relation to the capital raising of approximately HKD549 million by way of rights issue;
2. The irrevocable undertakings dated 9 November 2009 were given by Wing Tai Holdings Limited, Wing Tai (Cheng) Holdings Limited, Cheng Wai Chee, Christopher and Cheng Wai Sun, Edward in favour of the Company and the Underwriter in respect the of rights issue; and
3. the Share Sale Agreement.

7. LITIGATION

As at the Latest Practicable Date, neither the Company nor any of its subsidiaries was engaged in any litigation or arbitration of material importance and there was no litigation or claim of material importance known to the Directors to be pending or threatened by or against the Company or any of its subsidiaries.

8. QUALIFICATION AND CONSENT OF EXPERT

The following is the qualification of the experts who have provided their advice or opinions for inclusion in this circular:

Name	Qualification
Savills Valuation and Professional Services Limited	Independent Professional Valuer
Wang, Wu, Yang & Ma Law Office	PRC legal adviser

Savills Valuation and Professional Services Limited and Wang, Wu, Yang & Ma Law Office have given and have not withdrawn their respective written consents to the issue of this circular with the inclusion herein of their letters and/or references to their names, in the form and context in which they appear.

As at the Latest Practicable Date, Savills Valuation and Professional Services Limited and Wang, Wu, Yang & Ma Law Office were not interested in any share of the Company or share in any member of the Group nor did they have any right or option (whether legally enforceable or not) to subscribe for or nominate persons to subscribe for any share of the Company or share in any member of the Group nor did they have any direct or indirect interest in any asset which had been, since 31 December 2009, being the date to which the latest published audited financial statements of the Company were made up, acquired or disposed of by, or leased to any member of the Group, or are proposed to be acquired or disposed of by, or leased to any member of the Group.

9. MISCELLANEOUS

The secretary of the Company is Fung Ching Man, Janet. She is a fellow member of the Association of Chartered Certified Accountants (UK) and the Hong Kong Institute of Certified Public Accountants and a member of CPA Australia.

The registered office of the Company is situated at Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda and the head office and principal place of business of the Company is 27th Floor, Two Landmark East, 100 How Ming Street, Kwun Tong, Kowloon, Hong Kong.

The branch share register and transfer office of the Company in Hong Kong is Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.

The English text of this circular shall prevail over the Chinese text in the case of inconsistency.

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection from the date of this circular at the head office of the Company at 27th Floor, Two Landmark East, 100 How Ming Street, Kwun Tong, Kowloon, Hong Kong during normal business hours on any business day up to and including 13 November 2010 (being not less than 14 days from the date of this circular):

- (a) the bye-laws of the Company;
- (b) the annual reports of the Company for the financial years ended 31 December 2008 and 2009;
- (c) the written approval by the Major Shareholders dated 16 September 2010;
- (d) the valuation report prepared by Savills Valuation and Professional Services Limited; and
- (e) the material contracts referred to in this Appendix.