

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



(Stock Code: 1036)

## Notice of Extraordinary General Meeting

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Winsor Properties Holdings Limited (the “**Company**”) will be held at 8/F., One Landmark East, 100 How Ming Street, Kwun Tong, Kowloon, Hong Kong on Thursday, 23 June 2011 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution as an ordinary resolution:

### ORDINARY RESOLUTION

#### “**THAT**

- (A) the execution by the Company of a sale and purchase agreement dated 6 May 2011 entered into between the Company, MSREF IV TE Holding, L.P., Morgan Stanley Real Estate Fund IV International-T, L.P., Morgan Stanley Real Estate Investors IV International, L.P., Morgan Stanley Real Estate Fund IV Special International, L.P., and Wing Tai Properties Limited in respect of the sale and purchase of the entire issued share capital of Dragon Eye Holding Limited (the “**Share Purchase Agreement**”) (a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of this meeting for identification purposes) and the performance by the Company of its obligations thereunder be confirmed, approved and ratified and any two of the directors of the Company be authorised to sign and execute all such further deeds and documents and to do all such things as they may in their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Share Purchase Agreement or any of the transactions contemplated thereunder; and
- (B) the execution by the Company of a supplemental deed dated 6 May 2011 entered into between the Company and Wing Tai Properties Limited pursuant to which, amongst other things, Wing Tai Properties Limited has given certain representations and warranties relating to Fore Prosper Limited in favour of the Company (the “**Supplemental Deed**”) (a copy of which has been produced to this meeting and marked “B” and initialled by the chairman of this meeting for identification purposes) and the performance by the Company of its obligations thereunder be confirmed, approved and ratified and any two of the directors of the Company be authorised to sign and execute all such further deeds and documents and to do all such things as they may in their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Supplemental Deed or any of the transactions contemplated thereunder; and
- (C) the execution by the Company of a deed of adherence and amendments to shareholders’ agreement dated 6 May 2011 entered into between the Company, Success Grab Investments Limited, Dragon Eye Holding Limited, Wing Tai Properties Limited and Fore Prosper Limited (the “**Deed of Adherence**”) (a copy of which has been produced to this meeting and marked “C” and initialled by the chairman of this meeting for identification purpose) relating to the shareholders’ agreement dated 23 June 2004 (as amended, supplemented or novated from time to time) entered into between Success Grab Investments Limited, Dragon Eye Holding Limited, USI Holdings Limited (the former

name of Wing Tai Properties Limited), MSREF TMK Holding, LLC and Fore Prosper Limited (the “Shareholders’ Agreement”) (a copy which has been produced to this meeting and marked “D” and initialled by the chairman of this meeting for identification purposes) and the performance by the Company of its obligations thereunder be confirmed, approved and ratified and any two directors of the Company be authorised to sign and execute all such further deeds and documents and to do all such things as they may in their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Deed of Adherence and/or the Shareholders’ Agreement or any of the transactions contemplated thereunder.”

By Order of the Board  
**WINSOR PROPERTIES HOLDINGS LIMITED**  
**AU Shiu Kee**  
Company Secretary

Hong Kong, 1 June 2011

Notes:

1. *A member entitled to attend and vote is entitled to appoint not more than two persons (who must be individuals) as his/her proxies to attend and vote on his or her behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares of the Company in respect of which each such proxy is so appointed.*
2. *A form of proxy for use at the meeting is enclosed. Whether or not you intend to attend the meeting in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the meeting or any adjournment thereof, should he so wish.*
3. *In the case of joint holders of shares of the Company, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such shares of the Company as if he was solely entitled thereto, but if more than one such joint holders are present at the 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 of the Company shall alone be entitled to vote in respect thereof.*
4. *In order to be valid, the form of proxy must be deposited at the principal place of business of the Company at 8/F., One Landmark East, 100 How Ming Street, Kwun Tong, Kowloon, Hong Kong not less than 48 hours before the time fixed for the holding of the meeting or any adjournment thereof.*
5. *The Transfer Books and the Register of Members of the Company in Hong Kong will be closed from Wednesday, 22 June 2011 to Thursday, 23 June 2011, both days inclusive. In order to be eligible to attend the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong Share Registrars and Transfer Office, Computershare Hong Kong Investor Services Limited, Shops No. 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 21 June 2011.*
6. *All votes at the meeting are to be taken by poll.*
7. *A circular containing information in connection with this notice has been sent to the members.*

As at the date of this Announcement, the directors of the Company are :-

**Executive Directors:**

Mr. Chow Wai Wai, John, Mrs. Chen Chou Mei Mei, Vivien and Mr. Au Hing Lun, Dennis

**Non-Executive Directors:**

Dr. Cheng Wai Chee, Christopher\* and Mr. Cheng Wai Sun, Edward\*

**Independent Non-Executive Directors:**

Mr. Christopher Patrick Langley, Dr. Lo Ka Shui and Mr. Haider Hatam Tyebjee Barma

\* Alternate: Ms. Fung Ching Man, Janet