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WINSOR PROPERTIES HOLDINGS LIMITED

Incorporated in the Cayman Islands with limited liability

南 聯 地 產 控 股 有 限 公 司

開曼群島註冊成立之有限公司

(Stock Code: 1036)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of members of Winsor Properties Holdings Limited (the "Company") will be held at 8th Floor, AXA Tower, Landmark East, 100 How Ming Street, Kwun Tong, Kowloon, Hong Kong on Friday, 18 May 2012 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited Financial Statements, the Reports of the Directors and Auditor for the year ended 31 December 2011.
2. To consider and declare a final dividend for the year ended 31 December 2011.
3. To re-elect Directors.
4. To re-appoint PricewaterhouseCoopers as Auditor and to authorise the Board to fix its remuneration.
5. As special business, to consider and, if thought fit, to pass with or without modification the following resolutions as Ordinary Resolutions:
 - A. "THAT a general mandate be and is hereby unconditionally given to the Directors of the Company to exercise all the powers of the Company to purchase shares in the Company, provided that the aggregate number of shares of HK\$0.01 each in the share capital of the Company to be purchased under this mandate on The Stock Exchange of Hong Kong Limited or any other stock exchange recognised for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited under the Code on Share Repurchases shall not exceed 10% of the issued share capital of the Company as at the date of the passing of this Resolution and that this mandate shall only continue in force until the conclusion of the next Annual General Meeting of the Company, or the expiration of the period within which the next Annual General Meeting of the Company is required by law or by the Company's Articles of Association to be held, or the date of revocation or variation of this mandate by an ordinary resolution of the members in general meeting, whichever is the earliest."
 - B. "THAT a general mandate be and is hereby unconditionally given to the Directors of the Company to allot or issue shares, and to make and grant offers, agreements and options which would or might require shares to be allotted, issued or disposed of, whether during the continuance of this mandate or thereafter, provided that the aggregate number of shares allotted or agreed to be allotted under this mandate otherwise than pursuant to (i) a rights issue; or (ii) any issue of shares of the Company as scrip dividends or similar arrangement providing for allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to Articles of Association of the Company in force from time to time, shall not exceed the aggregate of:

- (a) 20% of the issued share capital of the Company at the date of the passing of this Resolution; and
- (b) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of any shares repurchased by the Company subsequent to the passing of this Resolution;

and that this mandate shall only continue in force until the conclusion of the next Annual General Meeting of the Company, or the expiration of the period within which the next Annual General Meeting of the Company is required by law or by the Company's Articles of Association to be held, or the date of revocation or variation of this mandate by an ordinary resolution of the members in general meeting, whichever is the earliest.”;

- C. “**THAT** a general mandate be and is hereby unconditionally given to the Directors of the Company to exercise the general mandate given to them pursuant to Ordinary Resolution 5B set out in the notice convening this meeting in respect of the number of shares referred to in paragraph (b) of that Resolution.”

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

Hong Kong, 17 April 2012

Notes:

1. *A member entitled to attend and vote is entitled to appoint not more than 2 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.*
2. *In order to be valid, the form of proxy must be deposited at the principal place of business of the Company at 8th Floor, AXA Tower, 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.*
3. *The Register of Members and the Transfer Books of the Company in Hong Kong will be closed from Thursday, 17 May 2012 to Friday, 18 May 2012, both days inclusive. In order to be eligible to attend and vote at 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, at Shop No. 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 16 May 2012.*
4. *All votes at the meeting are to be taken by poll.*

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:

Mr. 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