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## **WING LEE HOLDINGS LIMITED**

**永利控股有限公司\***

(to be renamed as “WING TAI INVESTMENT HOLDINGS LIMITED  
永泰投資控股有限公司”)

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 876)**

### **(I) POLL RESULT OF SPECIAL GENERAL MEETING HELD ON 22 SEPTEMBER 2014**

**AND**

### **(II) ADJUSTMENT TO CONVERSION PRICE OF THE CONVERTIBLE NOTES**

Reference is made to the announcements of Wing Lee Holdings Limited (the “**Company**”) dated 15 August 2014 and 26 August 2014 and the circular of the Company dated 29 August 2014 (the “**Circular**”) in relation to, among others, the Share Subdivision and the proposed Change of Company Name. Capitalized terms used in this announcement shall have the same meaning as those defined in the Circular unless the context requires otherwise.

#### **(I) POLL RESULTS OF THE SGM**

##### **(1) The Share Subdivision**

The Board is pleased to announce that the ordinary resolution approving the Share Subdivision was duly passed by the Shareholders by way of poll at the SGM held today and that the poll result in respect of the ordinary resolution is as follows:

| <b>Ordinary resolution</b>       | <b>Number of votes<br/>(% to the number of shares voted<br/>at the SGM)</b> |                 | <b>Total number of<br/>votes cast</b> |
|----------------------------------|---|-----------------|---------------------------------------|
|                                  | <b>For</b>  | <b>Against</b>  |                                       |
| To approve the Share Subdivision | 225,170,232 Shares<br>(100%)  | 0 Share<br>(0%) | 225,170,232 Shares                    |

\* for identification purpose only

As more than 50% of the votes were cast in favour of the resolution, the resolution in relation to the Share Subdivision was duly passed as ordinary resolution of the Company at the SGM.

As at the date of the SGM, the total number of Shares in issue and the total number of Shares entitling the holder to attend and vote for or against the ordinary resolution was 320,525,879 Shares. No Shareholder was required to abstain from voting on the resolution in relation to the Share Subdivision. There was no Shareholder who was entitled to attend and abstain from voting in favour of the resolution at the SGM as set out in Rule 13.40 of the Listing Rule.

**(2) Change of Company Name**

The Board also announces that the special resolution approving the Change of Company Name was duly passed by the Shareholders by way of poll at the SGM held today and that the poll result in respect of the special resolution is as follows:

| Special resolution                    | Number of votes<br>(% to the number of shares voted<br>at the SGM) |                 | Total number of<br>votes cast |
|---------------------------------------|--|-----------------|-------------------------------|
|                                       | For  | Against         |                               |
| To approve the Change of Company Name | 225,170,232 Shares<br>(100%)                                       | 0 Share<br>(0%) | 225,170,232 Shares            |

As more than 75% of the votes were cast in favour of the resolution, the resolution in relation to the Change of Company Name was duly passed as a special resolution of the Company at the SGM.

As at the date of the SGM, the total number of Shares in issue and the total number of Shares entitling the holder to attend and vote for or against the special resolution was 320,525,879 Shares. No Shareholder was required to abstain from voting on the resolution in relation to the Change of Company Name. There was no Shareholder who was entitled to attend and abstain from voting in favour of the resolution at the SGM as set out in Rule 13.40 of the Listing Rule.

Tricor Tengis Limited, Hong Kong branch share registrar of the Company, acted as a scrutineer for the vote-taking at the SGM.

The Company will carry out all necessary filing procedures with the Registrar of Companies in Bermuda and also with the Registrar of Companies in Hong Kong to effect the change of name of the Company. Further announcement will be made by the Company after the change of name becoming effective.

## (II) ADJUSTMENT TO THE CONVERSION PRICE OF THE CONVERTIBLE NOTES

As at the date of this announcement, the Company has outstanding Convertible Notes in the aggregate principal amount of HK\$99,840,000.

Immediately before the Share Subdivision becoming effective, the Company has outstanding Convertible Notes with an aggregate principal amount of HK\$99,840,000 convertible into a total of approximately 64,000,000 Shares based on the initial conversion price of HK\$1.56 per share.

As a result of the Share Subdivision, the conversion price and the number of conversion shares falling to the issue upon exercise of the conversion rights of the Convertible Notes will be adjusted in the following manner:

|                               | Before adjustment          |                                      | After adjustment  |   |  |
|-------------------------------|----------------------------|--------------------------------------|---|---|--|
|                               | Principal amount<br>(HK\$) | Conversion price per Share<br>(HK\$) | Number of Shares to be allotted and issued upon exercise of the conversion rights in full | Conversion price per Adjusted Share<br>(HK\$) | Number of Adjusted Shares to be allotted and issued upon exercise of the conversion rights in full |
| Outstanding Convertible Notes | 99,840,000                 | 1.56                                 | 64,000,000  | 0.195   | 512,000,000  |

The above adjustment became effective from the close of business in Hong Kong on 22 September 2014, the day immediately preceding the date on which the Share Subdivision becomes effective. Saved for the above adjustment, all other terms and conditions of the Convertible Notes remain unchanged.

The above adjustment was computed in accordance with the terms and conditions of the Convertible Notes and has been confirmed by Deloitte Touche Tohmatsu, which was appointed by the Company for the purpose of providing opinion on the adjustment to the conversion price of the Convertible Notes.

By order of the Board  
**Wing Lee Holdings Limited**  
**Wen Jialong**  
*Chairman and Executive Director*

Hong Kong, 22 September 2014

*As at the date of this announcement, the Board comprises two executive directors, namely Mr. Wen Jialong (Chairman) and Mr. Wu Xiaolin (Vice-Chairman), two non-executive directors, namely Mr. Chow Tak Hung and Mr. Lam Kwok Cheong and three independent non-executive directors, namely Mr. Zeng Zhaolin, Dr. Loke Yu alias Loke Hoi Lam and Mr. Lung Chee Ming George.*