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WING TAI INVESTMENT HOLDINGS LIMITED

永泰投資控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 876)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “**SGM**” or the “**Meeting**”) of Wing Tai Investment Holdings Limited (永泰投資控股有限公司)(formerly known as Wing Lee Holdings Limited) (the “**Company**”) will be held at Jade Room, 6th Floor, The Macro Polo Hongkong Hotel, Harbour City, No.3 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Tuesday, 5 May 2015 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the allotment and issue to View Bright Global Investment Limited (the “**Vendor**”) of a maximum of 500,000,000 new ordinary shares of HK\$0.00125 each in the share capital of the Company (the “**Consideration Shares**”) at the issue price of HK\$0.4 per Consideration Share, each credited as fully paid up and ranking pari passu with the existing issued shares of the Company, by the Company in accordance with the terms and conditions of the sale and purchase agreement (the “**Acquisition Agreement**”) dated 16 March 2015 entered into amongst the Company, the Vendor, Mr. Wu Tianyu, Mr. Yan XT Timothy, Ms. Jiang Sisi and Royal Dental Laboratory Limited in relation to the acquisition of the entire issued share capital of On Growth Global Development Limited and the shareholder loan due from Royal Dental Laboratory Limited to Mr. Yan XT Timothy by the Company (a copy of which marked “A” has been produced to the Meeting and signed by the Chairman of the Meeting for the purpose of identification) be and is hereby approved and confirmed;
- (b) subject to the fulfillment of the conditions precedent as set out in the Acquisition Agreement and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in the Consideration Shares, the directors of the Company (the “**Director(s)**”) be and are hereby specifically authorised to allot and issue the Consideration Shares, credited as fully paid, to the Vendor or his nominee in accordance with the terms and conditions of the Acquisition Agreement;

- (c) any one of the Directors be and is hereby authorised to do all such acts and things and execute all such documents or instrument under hand (or where required, under the common seal of the Company together with such other Director or person authorised by the board of Directors) as he or she may consider necessary, appropriate, expedient or desirable in connection with, or to give effect to, the Acquisition Agreement and to implement the transactions contemplated thereunder and to agree to such variations, amendments or waivers of matters relating thereto that are of administrative nature and ancillary to the implementation of the Acquisition Agreement and any other transactions contemplated under or incidental to the Acquisition Agreement;
- (d) the allotment and issue by the Company to ABG II-RYD Limited (the “**Institutional Investor**”) of 250,000,000 new ordinary shares of HK\$0.00125 each in the share capital of the Company (the “**Placing Shares**”), at a price of HK\$0.4 per Placing Share and each credited as fully paid up and ranking pari passu with the existing issued shares of the Company in accordance with the terms and conditions of the subscription agreement (the “**Subscription Agreement**”) dated 10 January 2015 (as amended and supplemented on 16 March 2015) entered into between the Company and the Institutional Investor in relation to the subscription of the Placing Shares (a copy of which marked “B” has been produced to the Meeting and signed by the Chairman of the Meeting for the purpose of identification) be and is hereby approved and confirmed;
- (e) subject to the fulfillment of the conditions precedent as set out in the Subscription Agreement and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in the Placing Shares, the Directors be and are hereby specifically authorised to allot and issue the Placing Shares, credited as fully paid, to the Institutional Investor or its nominee in accordance with the terms and conditions of the Subscription Agreement; and
- (f) any one of the Directors be and is hereby authorised to do all such acts and things and execute all such documents or instrument under hand (or where required, under the common seal of the Company together with such other Director or person authorised by the board of Directors) as he or she may consider necessary, appropriate, expedient or desirable in connection with, or to give effect to, the Subscription Agreement and to implement the transactions contemplated thereunder and to agree to such variations, amendments or waivers of matters relating thereto that are of administrative nature and ancillary to the implementation of the Subscription Agreement and any other transactions contemplated under or incidental to the Subscription Agreement.

By order of the Board
Wing Tai Investment Holdings Limited
Wen Jialong
Chairman and Executive Director

Hong Kong, 17 April 2015

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business in Hong Kong:
Room 805, Star House
3 Salisbury Road
Kowloon, Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the SGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. Any member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. A proxy need not be a member of the Company.
2. To be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude a member from attending and voting in person at the SGM and in such event, the form of proxy shall be deemed to be revoked.
3. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the SGM the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
4. A form of proxy for the SGM is enclosed with the circular of the Company dated 17 April 2015.
5. The voting on the resolution(s) at the SGM will be conducted by way of poll.
6. As at the date of this notice, 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.