
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Wing Lee Holdings Limited, you should at once hand this circular to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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WING LEE HOLDINGS LIMITED

永利控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 876)

**DISCLOSEABLE TRANSACTION
ACQUISITION OF PROPERTY**

* for identification purposes only

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DEFINITIONS

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

“Acquisition”	acquisition of the Property by the Purchaser pursuant to the terms of the Provisional Agreement;
“Board”	the board of Directors;
“Company”	Wing Lee Holdings Limited, a company incorporated in Bermuda and the shares of which are listed on the main board of the Stock Exchange;
“Completion”	completion of the Acquisition;
“Consideration”	HK\$33,200,000;
“Directors”	the directors of the Company;
“Group”	the Company and its subsidiaries;
“Independent Third Party(ies)”	independent third party(ies) who are not connected persons (as defined in the Listing Rules);
“Latest Practicable Date”	26 June 2008, being the latest practicable date before the printing of this circular for ascertaining certain information for the purpose of inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Property”	the property situated at Shop E on Ground Floor and Shop E on Mezzanine Floor, Cheong Hong Mansion, Nos. 25-33 Johnston Road, Nos. 1-3 Thomson Road, No.2 Fenwick Street, Hong Kong;
“Provisional Agreement”	the binding provisional sale and purchase agreement entered into on 20 June 2008 for the Acquisition;
“Purchaser”	Extra Rich Development Limited, a wholly-owned subsidiary of the Company, or a company nominated by it;
“SFO”	the Securities and Futures Ordinance;
“Shareholders”	the shareholders of the Company;

DEFINITIONS

“Stock Exchange”

The Stock Exchange of Hong Kong Limited; and

“Vendor”

East Brilliant Development Limited. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, the Vendor is a properties holding company and the Vendor and its ultimate beneficial owners are Independent Third Parties.

LETTER FROM THE BOARD



WING LEE HOLDINGS LIMITED

永利控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 876)

Executive Directors:

Mr. Chow Tak Hung (*Chairman*)
Ms. Chow Woon Yin (*Deputy Chairman*)
Ms. Wong Siu Wah
Ms. Chau Choi Fa (*Managing Director*)

Independent Non-Executive Directors:

Dr. Lau Yue Sun
Mr. Yip Tai Him
Mr. Lam Kwok Cheong

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal Place of

Business in Hong Kong:
Units 201 & 206-208, 2nd Floor
Sunbeam Centre
27 Shing Yip Street
Kwun Tong, Kowloon
Hong Kong

30 June 2008

To the Shareholders

Dear Sir/Madam,

DISCLOSEABLE TRANSACTION ACQUISITION OF PROPERTY

INTRODUCTION

By an announcement dated 24 June 2008, the Board announced that on 20 June 2008, the Purchaser entered into the binding Provisional Agreement with the Vendor.

The purpose of this circular is to provide you with further information in relation to the acquisition of the Property.

* for identification purposes only

LETTER FROM THE BOARD

THE PROVISIONAL AGREEMENT

On 20 June 2008, the Purchaser entered into a binding Provisional Agreement with the Vendor for the acquisition of the Property.

SUMMARY OF TERMS OF THE PROVISIONAL AGREEMENT

Date of entering:	20 June 2008
Vendor:	East Brilliant Development Limited. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Vendor is a properties holding company and the Vendor and its ultimate beneficial owners are Independent Third Parties.
Purchaser:	Extra Rich Development Limited, a wholly-owned subsidiary of the Company, or a company nominated by it.
Summary of terms:	Pursuant to the terms of the Provisional Agreement, the Purchaser will acquire the Property from the Vendor at a consideration of HK\$33,200,000. An initial deposit of HK\$800,000 in cash was paid by the Purchaser upon signing of the Provisional Agreement and a further deposit of HK\$2,520,000 in cash will be payable by the Purchaser upon signing of the formal agreement on or before 3 July 2008. The balance of the Consideration, being HK\$29,880,000, will be paid upon Completion in cash, which is scheduled to take place on or before 29 September 2008.

The Property is currently on lease at the rate of HK\$68,000 per month (excluding rates and management fees which are paid by the tenant), and is currently used for a garment retail shop. The lease will be assigned to the Purchaser and the deposit of HK\$204,000 under the lease will be transferred to the Purchaser upon Completion. The lease will expire on 18 August 2009.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Property is a shop premises located nearby the intersection of Johnston Road, Thomson Road and Fenwick Street in Wanchai, Hong Kong with a gross area of approximately 1,243 square feet (for ground floor) and 1,000 square feet (for mezzanine floor). The current market rental for the Property is HK\$68,000 per month (i.e. HK\$816,000, or a rental yield of approximately 2.46% per annum). The Property will be used by the Group for investment purpose.

LETTER FROM THE BOARD

The Consideration was arrived at after arm's length negotiation between the Purchaser and the Vendor and by reference to the market value of similar properties in similar locations. With the recent upturn in Hong Kong's economy, the Property is expected to appreciate in value. The Directors consider that the Acquisition is a good investment opportunity and believe that the Group will benefit from the anticipated growth in value of the Property, while expanding the portfolio of investment properties in Hong Kong and providing a steady income stream.

The Acquisition will be funded through internal resources and/or banking financing, details of which will be further considered and decided by the Group.

The Directors are of the view that the terms of acquisition in the Provisional Agreement including the consideration are on normal commercial terms, and are fair and reasonable and in the interests of the shareholders of the Company as a whole.

As the lease will be assigned to the Purchaser upon completion of the Acquisition, the Group's monthly income will be increased by the amount of the Property's rental income. However, such increased earnings are not expected to have a significant impact on the Group's earnings. Further, the Directors believe that the Acquisition will not have a significant effect on the assets and liabilities of the Group as the decrease in the Group's internal resources and/or the increase in the Group's liabilities (to the extent that the Acquisition is funded by bank financing) will be matched by a corresponding increase in investment properties.

GENERAL

The principal activity of the Group consists of the design, manufacture and sale of electronic jacks and connectors, all of which are basic components used in electronic, telecommunication and computer products.

Yours faithfully,
By order of the Board
Wing Lee Holdings Limited
Chow Tak Hung
Chairman

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquires, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

DISCLOSURE OF INTERESTS**(a) Directors' and Chief Executives' Interests in Securities**

Save as disclosed below, as at the Latest Practicable Date, none of the Directors and chief executive had any interest or short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would be required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including the interests and short positions which they would be deemed to have taken under such provisions of the SFO) or which would be required to be disclosed pursuant to the Model Code for Securities Transactions by Directors of Listed Companies as set out in appendix 10 of the Listing Rules to be notified to the Company and the Stock Exchange or which are required, contained in the register referred therein pursuant to Section 352 of the SFO, to be entered in the register referred to therein.

Long positions in ordinary shares of HK\$0.50 each of the Company:

Name of Director	Family interest	Corporate interest	Total number of shares	Percentage of the Company's issued share capital
Mr. Chow Tak Hung (<i>note 1</i>)	–	205,027,194	205,027,194	58.84%
Ms. Chau Choi Fa (<i>note 2</i>)	205,027,194	–	205,027,194	58.84%

Notes:

- (1) Mr. Chow Tak Hung, Ms. Chow Woon Yin and Ms. Wong Siu Wah are beneficial owners of 60%, 20% and 20% respectively of the issued share capital of Bright Asia Holdings Limited, which beneficially owns 205,027,194 ordinary shares of the Company. Mr. Chow Tak Hung is also a director of Bright Asia Holdings Limited.
- (2) Mr. Chow Tak Hung is the husband of Ms. Chau Choi Fa whose personal interests are therefore also the family interests of Ms. Chau Choi Fa.

(b) Substantial Shareholders

Save as disclosed below, as at the Latest Practicable Date, none of the Directors or chief executive are aware of any other person (other than a Director or chief executive of the Company) who had an interest or short position in the Shares or the underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO or, who is, directly or indirectly, interested in ten per cent or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group.

Long positions in ordinary shares of HK\$0.50 each of the Company:

Name of Shareholder	Capacity	Number of shares held	Percentage of the Company's issued share capital
Bright Asia Holdings Limited (<i>note</i>)	Beneficial owner	205,027,194	58.84%

Note: Mr. Chow Tak Hung, Ms. Chow Woon Yin and Ms. Wong Siu Wah are beneficial owners of 60%, 20% and 20% respectively of the issued share capital of Bright Asia Holdings Limited.

COMPETING INTERESTS

None of the Directors (as defined in the Listing Rules) and their respective associates have any interests in a business, which competes or may compete with the business of the Group.

SERVICE CONTRACTS

Each of Mr. Chow Tak Hung, Ms. Chow Woon Yin and Ms. Wong Siu Wah has entered into a service contract with the Company for a term of five years commencing on 1 October 2003. Pursuant to these service contracts and apart from the bonus referred to below, Mr. Chow Tak Hung, Ms. Chow Woon Yin and Ms. Wong Siu Wah will each be entitled to a fixed annual remuneration of HK\$840,000 (subject to annual review). The terms of each of these service contracts provide that if the Company terminates the contract before 30 September 2008, without cause, then the Company shall be liable to pay HK\$5 million to such an executive Director.

Ms. Chau Choi Fa entered into a service contract with the Company for a term of one year commencing on 30 September 2007. Ms. Chau Choi Fa is the wife of Mr. Chow Tak Hung and the sister-in-law of Ms. Chow Woon Yin. Pursuant to the service contract, Ms. Chau shall be entitled to a fixed annual remuneration of HK\$840,000. The terms of the service contract also provide that if the Company terminates the contract before 29 September 2008, without cause, then the Company shall be liable to pay HK\$840,000 to her.

The terms of each of the above service contracts provide that the executive Directors may be entitled to discretionary bonuses which are conditional upon the consolidated profit after taxation and minority interests of the Group for a particular financial year (the "Profit") exceeding HK\$20 million provided that in the event that a bonus is paid, such bonus when aggregated with all bonuses paid to all the Directors shall not exceed five per cent of the Profit.

Further, the service contracts provide that in case an executive Director is, for example, incapacitated or prevented by reason of ill health, injury or accident from performing his duties thereunder for a period of or periods aggregating ninety days in the preceding twelve months, the Company may, pursuant to the terms of each service contract, terminate the respective service contract with three months' notice and without paying the HK\$5 million or HK\$840,000 fees referred to above. An executive Director may terminate his respective contract by serving the Company a written notice of not less than three months prior to the effective date of the termination.

Each of the independent non-executive directors of the Company has entered into a letter of appointment with the Company and is appointed for a term of one year commencing on 28 May 2008 and either of the Company or an independent non-executive director may terminate the appointment at any time by giving the other party at least three months' notice in writing. Each of the independent non-executive directors of the Company is entitled to a director's fee in the amount of HK\$120,000 per annum.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors has entered into or proposed to enter into any service contract with the Company which will not expire or may not be terminated by the Company within a year without payment of any compensation (other than statutory compensation).

LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or claims of material importance and, so far as the Directors are aware, no litigation or claims of material importance are pending or threatened by or against any member of the Group.

MISCELLANEOUS

- (a) The registered office of the Company is situated at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The head office and principal place of business of the Company is at Units 201 & 206-208, 2nd Floor, Sunbeam Centre, 27 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong.
- (b) The qualified accountant and company secretary of the Company is Mr. Tam Chak Chi. Mr. Tam is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants and a member of the American Institute of Certified Public Accountants.
- (c) The English version of this circular shall prevail over the Chinese text.