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華廈置業有限公司
WAH HA REALTY COMPANY LIMITED

WAH HA REALTY COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 278)

NOTICE OF 2015 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2015 Annual General Meeting of Wah Ha Realty Company Limited (the “Company”) will be held at Room 2500, Dominion Centre, 43-59 Queen’s Road East, Wanchai, Hong Kong on Tuesday, 1st September 2015 at 11:30 a.m. for the following purposes:

1. To receive, consider and adopt the audited Financial Statements and the Reports of the Directors and Independent Auditor of the Company for the year ended 31st March 2015.
2. To declare final and special dividends for the year ended 31st March 2015.
3. (A) To re-elect the following retiring Directors:
 - (a) Mr. Au-Yang Cheong Yan, Peter as an Independent Non-executive Director;
 - (b) Mr. Cheung Kee Wee as an Executive Director;
 - (c) Mr. Chan Woon Kong as an Independent Non-executive Director; and
 - (d) Mr. Lam Hon Keung, Keith as an Independent Non-executive Director.
- (B) To fix the Directors’ remuneration.

4. To re-appoint PricewaterhouseCoopers as Auditor of the Company and authorise the Board of Directors to fix their remuneration.
5. To consider and, if thought fit, pass, with or without modifications, the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

(A) **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Board of Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back issued shares of the Company (“Shares”) subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited be and is hereby generally and unconditionally approved;
- (b) the total number of Shares to be bought back by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of Shares in issue at the date of this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:
 - (i) the conclusion of the next Annual General Meeting of the Company;
 - (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Company’s Articles of Association or by the Laws of the Hong Kong Special Administrative Region (the “HKSAR”) to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

(B) “**THAT** the general mandate unconditionally given to the Board of Directors to issue and dispose of additional Shares not exceeding 20% of the existing number of Shares in issue be and is hereby renewed until whichever is the earlier of:

(a) the conclusion of the next Annual General Meeting of the Company;

(b) the expiration of the period within which the next Annual General Meeting of the Company is required by the Company’s Articles of Association or by the Laws of the HKSAR to be held; and

(c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

(C) “**THAT** conditional upon the passing of the Resolutions Nos. 5(A) and 5(B), the general mandate granted to the Board of Directors to issue and dispose of additional Shares pursuant to Resolution No. 5(B) be and is hereby extended by the addition thereto of an amount representing the total number of Shares bought back by the Company under the authority granted pursuant to Resolution No. 5(A), provided that such amount shall not exceed 10% of the total number of Shares in issue at the date of passing this resolution.”

6. To consider and, if thought fit, pass, with or without modifications, the following resolution as a Special Resolution:

SPECIAL RESOLUTION

“**THAT** the new articles of association in the form produced to the meeting and marked “A”, and initialed by the Chairman of the meeting for the purpose of identification, (“New Articles”), be and are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the articles of association of the Company in force immediately before the passing of this Special Resolution; and **THAT** any Director, or the Company Secretary, of the Company be and is hereby authorised to do all such acts and execute all such documents as may be necessary or expedient to give full effect to the adoption of the New Articles.”

By Order of the Board
Raymond W. M. Chu
Company Secretary

Hong Kong, 29th July 2015

Notes:

- (i) At the 2015 Annual General Meeting, the Chairman of the meeting will put each of the proposed resolutions to be voted by way of a poll under Article 74 of the Company’s Articles of Association.
- (ii) A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
- (iii) To be valid, the proxy form, together with any 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 registered office, Room 2500, Dominion Centre, 43-59 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof.
- (iv) The Register of Members of the Company will be closed from Thursday, 27th August 2015 to Tuesday, 1st September, 2015, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the entitlement to attend and vote at the 2015 AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Registrars, Hongkong Managers and Secretaries Limited, Units 1607-8, 16th Floor, Citicorp Centre, 18 Whitfield Road, Causeway Bay, Hong Kong for registration not later than 4:00 p.m. on Wednesday, 26th August 2015.

- (v) The Register of Members of the Company will be closed from Tuesday, 8th September 2015 to Friday, 11th September 2015, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the proposed final and special dividends, all transfers accompanied by the relevant share certificates must be lodged with the Company's Registrars, Hongkong Managers and Secretaries Limited, Units 1607-8, 16th Floor, Citicorp Centre, 18 Whitfield Road, Causeway Bay, Hong Kong for registration not later than 4:00 p.m. on Monday, 7th September 2015.
- (vi) Detailed information regarding Resolutions Nos. 3, 5 and 6 of this notice are set out in Appendix I, Appendix II and Appendix III to this circular respectively.
- (vii) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
- (viii) If typhoon signal no. 8 or above or a black rainstorm warning signal remains in force at 9:00 a.m. at the date of the 2015 AGM, the 2015 AGM will be postponed. Members are requested to visit the website of the Company at www.wahha.com for details of alternative meeting arrangements. The 2015 AGM will be held as scheduled when an amber or red rainstorm warning signal is in force. Members who have any queries concerning the alternative meeting arrangements, please call the Company at (852) 2527 1821 during business hours from 9:00 a.m. to 6:00 p.m. on Mondays to Fridays, excluding public holidays.

As at the date of this announcement, the Board of Directors of the Company comprises Messrs Cheung Kee Wee, Cheung Lin Wee and Cheung Ying Wai, Eric as Executive Directors, Messrs John Ho and Ng Kwok Tung as Non-executive Directors and Messrs Lam Hon Keung, Keith, Chan Woon Kong and Au-Yang Cheong Yan, Peter as Independent Non-executive Director.