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**WAH HA REALTY COMPANY LIMITED**

(Incorporated in Hong Kong with limited liability)

(Stock Code: 278)

**NOTICE OF 2012 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the 2012 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 Wednesday, 5th September 2012 at 12:00 noon 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 2012.
2. To declare final and special dividends for the year ended 31st March 2012.
3. (A) To re-elect the following retiring Directors:
  - (a) Mr. Cheung Lin Wee as Executive Director;
  - (b) Mr. Chan Woon Kong as Independent Non-executive Director; and
  - (c) Mr. Soo Hung Leung, Lincoln as 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. As special business, to consider and, if thought fit, pass, with or without modifications, the following resolutions as 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 repurchase issued shares of HK\$0.65 each (“Shares”) in the capital of the Company 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 aggregate nominal amount of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company 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 issued share capital of the Company 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 aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution No. 5(A), provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing this resolution.”

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

Hong Kong, 17th July 2012

Notes:

- (i) At the 2012 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 Friday, 31st August 2012 to Wednesday, 5th September, 2012, 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 2012 AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Registrars, Hongkong Managers and Secretaries Limited, Unit 3401-2, 34th Floor, AIA Tower, 183 Electric Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Thursday, 30 August 2012.

- (v) The Register of Members of the Company will be closed from Tuesday, 11th September 2012 to Monday, 17th September 2012, 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, Unit 3401-2, 34th Floor, AIA Tower, 183 Electric Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Monday, 10th September 2012.
- (vi) Detailed information regarding Resolutions Nos. 3 and 5 of this notice are set out in Appendix I and Appendix II to the circular dated 17th July 2012 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 remains hoisted or a black rainstorm warning signal is in force at 9:00 a.m. at the date of the 2012 AGM, the 2012 AGM will be postponed. Members are requested to visit the website of the Company at [www.wahha.com](http://www.wahha.com) for details of alternative meeting arrangements. The 2012 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 Soo Hung Leung, Lincoln as Independent Non-executive Directors.