



華 厦 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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of the Members 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 Monday, 23rd August 2004 at 12:00 noon for the following purposes:

1. To receive, consider and adopt the Audited Accounts and the Reports of the Directors and Auditors for the year ended 31st March 2004.
2. To declare a final dividend and a special dividend for the year ended 31st March 2004.
3. To re-elect Directors and fix the Directors’ fees.
4. To re-appoint Messrs. PricewaterhouseCoopers as Auditors of the Company and authorize the Board 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 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 (“the Stock Exchange”) (“the Listing Rules”), be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of Shares 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 Companies Ordinance 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 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 Companies Ordinance 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 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.”

6. As special business, to consider and, if thought fit, pass a special resolution to amend the existing Articles 2, 6, 8, 16, 37, 38, 74, 75, 77, 80, 88, 91(B), 95(C), 101(A)(vii), 102(H), 102(I), 102(J), 102(K), 103(A), 106, 107, 109, 158, 167(B), 183(A) and 183(B) of, and add new Articles 3(A), 84(C) and 183(C) to the Articles of Association of the Company to ensure that it complies with recent amendments in the Companies (Amendment) Ordinance 2003 which has come into operation on 13th February 2004 and the Listing Rules relating to corporate governance and continuing listing obligations of listed companies which has become effective on 31st March 2004 subject to certain transitional arrangements. The amendments to the Company’s Articles of Association are summarized as follows:

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| a. | Article 2                       | To amend the definition of “associate” and add the definitions of “clearing house”; “special notice” and “subsidiary” to the existing Article 2 so as to reflect the amendments to the Companies Ordinance and the Listing Rules.              |
| b. | New paragraph (A) of Article 3  | To add the provision of Capital Structure so as to comply with Appendix 3 of the Listing Rules.  |
| c. | Article 6                       | To clarify the conditions for redemption of Shares so as to comply with Appendix 3 of the Listing Rules.   |
| d. | Article 8                       | To add the provision of designation of Shares so as to comply with Appendix 3 of the Listing Rules.  |
| e. | Article 16                      | To stipulate the time limit for issuance of share certificates after allotment or lodgment of a transfer with the Company within the relevant time limit as may from time to time be required by the Companies Ordinance or the Listing Rules. |
| f. | Article 37                      | To delete the words which are not necessary.   |
| g. | Article 38                      | To permit the Company to accept machine imprinted signature on the instrument of transfer.   |
| h. | Articles 74, 75 and 77          | To reflect the requirement of voting by poll under the Listing Rules.  |
| i. | Article 80                      | To clarify that any member of the Company may appoint more than one representative to attend general meetings.   |
| j. | New paragraph (C) of Article 84 | To reflect the resolution where any member having restriction(s) on voting which the Company has knowledge thereon as required by the amended Appendix 3 of the Listing Rules.   |
| k. | Article 88                      | To add the provision of two-way proxy form so as to comply with Appendix 3 of the Listing Rules.   |

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| l. | Paragraph (B) of Article 91   | To amend the provision on representation by the clearing house or its nominees at the shareholders' general meeting of the Company.  |
| m. | Paragraph (C) of Article 95   | To clarify the liability of alternate director in light of the amended Companies Ordinance.  |
| n. | Sub-paragraph (vii) of paragraph (A) of Article 101 and Article 109 | To reflect an amendment to the Companies Ordinance so that the Company may by an ordinary resolution remove any Director before the expiration of his period of office.  |
| o. | Paragraphs (H), (I), (J) and (K) of Article 102                     | To be consistent with the provisions of the amended Appendix 3 of the Listing Rules so that, subject to certain exceptions, a Director shall abstain from voting at the board meeting approving any contract or arrangement or any other proposal in which he and/or his associates(s) has/have a materially interest nor shall he be counted towards the quorum of the relevant board meeting.                                |
| p. | Paragraph (A) of Article 103  | To clarify that Directors of the Company shall be subject to such manner of rotation as may be required by the Listing Rules or other codes, rules and regulations as may from time to time be prescribed by the applicable regulatory authority.  |
| q. | Article 106   | To stipulate that a Director being appointed or elected at a general meeting will hold office until the next annual general meeting and be eligible for re-election.   |
| r. | Article 107   | To be consistent with provisions of the amended Appendix 3 of the Listing Rules which stipulates the minimum 7 days' period for lodgment by a member of the Company of the notice to nominate a director and the nomination shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting. |
| s. | Article 158   | To correct a typing mistake.   |

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| t. | Paragraph (B) of Article 167          | To add some words to perfect the sentence.   |
| u. | Paragraphs (A) and (B) of Article 183 | To amend the provisions for indemnity on the liability of the Directors, other officers or Auditors of the Company in light of the amended Companies Ordinance.    |
| v. | New paragraph (C) of Article 183      | To permit the Company to purchase and maintain liability insurance for Directors, officers or Auditors of the Company in light of the amended Companies Ordinance. |

By Order of the Board  
**Raymond Chu Wing Man**  
*Company Secretary*

Hong Kong, 30th July 2004

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 and Messrs. Lam Hon Keung, Keith, John Ho, Ng Kwok Tung, Chan Woon Kong and Soo Hung Leung, Lincoln as Independent Non-executive Directors.

*Notes:*

- (i) 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.
- (ii) 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.
- (iii) The Register of Members of the Company will be closed from Monday, 16th August 2004 to Monday, 23rd August 2004, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend and special dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Registrars, Hongkong Managers and Secretaries Limited, 26th Floor, Citicorp Centre, 18 Whitfield Road, Causeway Bay, Hong Kong for registration not later than 4:00 p.m. on Friday, 13th August 2004.
- (iv) Concerning the above proposed Ordinary Resolution No. 5, approval is being sought from the Shareholders to give general mandate to the Directors to issue and repurchase shares of the Company pursuant to Section 57B of the Companies Ordinance and the Listing Rules. The Directors wish to state that they have no immediate plans to issue any new shares or to repurchase any shares of the Company.

- (v) The above proposed Special Resolution No. 6 is mainly to facilitate the compliance with the recent changes of the Companies Ordinance and the Listing Rules. It is only a summary of the proposed special resolution for amendments to the Articles of Association of the Company. The full text of this resolution is set out in the notice of the Company's 2004 annual general meeting contained in the Company's 2004 annual report.
- (vi) The translation into Chinese language of this notice (including the Special Resolution No. 6 which contains the proposed amendments to the Company's Articles of Association) is for reference only. In case of any inconsistency, the English version shall prevail.
- (vii) A circular containing information regarding Resolutions Nos. 5 and 6 will be sent to the Shareholders together with the Company's 2004 annual report on 30th July 2004.

Please also refer to the published version of this announcement in the China Daily.