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

If you have sold or transferred all your shares in Wah Ha Realty Company Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

PROPOSED RE-ELECTION OF RETIRING DIRECTORS AT THE ANNUAL GENERAL MEETING, PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES AND BUY BACK SHARES AND NOTICE OF 2021 ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Wah Ha Realty Company Limited (the “**Company**”) to be held at Room 2500, Dominion Centre, 43-59 Queen’s Road East, Wanchai, Hong Kong on Thursday, 2 September 2021 at 11:00 a.m. (the “**2021 AGM**”) (the “**Notice**”) is set out on pages 16 to 19 of this circular. A proxy form for use at the 2021 AGM is enclosed.

Whether or not you intend to attend the 2021 AGM, you are requested to complete and sign the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company’s registered office, Room 2500, Dominion Centre, 43-59 Queen’s Road East, Wanchai, Hong Kong, as soon as possible but in any event, not less than 48 hours before the time appointed for holding the 2021 AGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the 2021 AGM or at any adjourned meeting should you so wish.

This circular contains all the information required pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) to be given to the shareholders of the Company (the “**Shareholder(s)**”).

28 July 2021

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LETTER FROM THE CHAIRMAN



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)

Executive Directors:

Mr. Cheung Kee Wee (*Chairman*)

Mr. Cheung Lin Wee

Mr. Cheung Ying Wai, Eric

Registered Office:

Room 2500, Dominion Centre,

43-59 Queen's Road East,

Wanchai, Hong Kong

Non-executive Director:

Mr. Ng Kwok Tung

Independent Non-executive Directors:

Mr. Chan Woon Kong

Mr. Au-Yang Cheong Yan, Peter

Mr. Chan Wing Tat

Mr. Kok Lap Seng

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AT THE ANNUAL GENERAL MEETING,
PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES
AND BUY BACK SHARES
AND
NOTICE OF 2021 ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the 2021 AGM relating to (i) the proposed re-election of directors of the Company (the “**Directors**”) who are due to retire at the 2021 AGM and (ii) the granting of general mandates to the board of Directors of the Company (the “**Board**”) for the issue and buy-back of the fully paid-up ordinary shares of the Company (the “**Share(s)**”); and to give you the Notice at which the ordinary resolutions as set out in the Notice will be proposed.

LETTER FROM THE CHAIRMAN

PROPOSED RE-ELECTION OF RETIRING DIRECTORS AT THE 2021 AGM

In accordance with Article 90 of the Articles of Association of the Company (the “**Company’s Articles**”), Mr. Chan Wing Tat and Mr. Kok Lap Seng, who were appointed as additional Directors on 4 January 2021, will hold office until the 2021 AGM and they, being eligible, will offer themselves for re-election at the 2021 AGM.

In accordance with Article 99(A) of the Company’s Articles, Mr. Au-Yang Cheong Yan, Peter, Mr. Cheung Ying Wai, Eric and Mr. Cheung Kee Wee will retire from office by rotation and they, being eligible, will offer themselves for re-election at the 2021 AGM.

Each of Mr. Au-Yang Cheong Yan, Peter, Mr. Chan Wing Tat and Mr. Kok Lap Seng, being an Independent Non-executive Director of the Company (“**INED**”) eligible for re-election at the 2021 AGM, has furnished his annual confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all of them have met the independence guidelines as set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.

Details of the above Directors which are required to be disclosed under the Listing Rules are set out in **APPENDIX I** to this circular.

PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES AND BUY BACK SHARES

At the annual general meeting of the Company held on Tuesday, 1 September 2020, general mandates were given to the Board to exercise the power of the Company to issue and buy back Shares. Such general mandates will lapse at the conclusion of the 2021 AGM unless they are renewed at that meeting. It is therefore proposed to seek for your approval of the ordinary resolutions to be proposed at the 2021 AGM to give fresh general mandates to the Board to exercise the powers of the Company to issue new Shares and buy back Shares.

LETTER FROM THE CHAIRMAN

Proposed General Mandate to issue new Shares

At the 2021 AGM, resolution no. 5(B) as set out in the Notice (“**Resolution 5(B)**”) will be proposed as an ordinary resolution to grant a general and unconditional mandate to the Board to allot, issue and deal with new Shares representing up to 20% of the total number of Shares in issue at the date of passing the resolution (the “**Issue Mandate**”). As at 21 July 2021, being the latest practicable date prior to the printing of this circular (the “**Latest Practicable Date**”), the issued share capital of the Company comprised 120,960,000 Shares. On the basis that no further Shares are issued or bought back from the Latest Practicable Date up to the date of the 2021 AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 24,192,000 Shares. In addition, subject to the passing of resolution no. 5(A) as set out in the Notice (“**Resolution 5(A)**”), resolution no. 5(C) as set out in the Notice (“**Resolution 5(C)**”) will be proposed as an ordinary resolution to extend the authority of the Board to allot, issue and deal with additional Shares representing the number of Shares bought back under the Buy-Back Mandate as hereinafter mentioned.

The Board wishes to state that the Company has no present intention to allot, issue or deal with any new Shares. Approval is being sought from the Shareholders as a general mandate for the purposes of the Companies Ordinance (Chapter 622 of the laws of Hong Kong) and the Listing Rules.

Proposed General Mandate to buy back Shares

At the 2021 AGM, Resolution 5(A) will be proposed as an ordinary resolution pursuant to which the Board will be granted a general and unconditional mandate to exercise all the powers of the Company to buy back issued and fully paid-up Shares on the Stock Exchange not exceeding 10% of the total number of Shares in issue at the date of passing the resolution (the “**Buy-Back Mandate**”) subject to the criteria set out in the resolution.

Shareholders should note that the authority relates only to Share buy-backs made on the Stock Exchange or otherwise in accordance with the Listing Rules. In addition, Shareholders should also note that the general mandate will continue in force until the earliest 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 or by the laws of the Hong Kong Special Administrative Region (the “**HKSAR**”) to be held; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement, as required by the Listing Rules to regulate the Share buy-backs by companies with primary listings on the Stock Exchange of their own securities on the Stock Exchange and to provide requisite information to you for your consideration of the proposed Buy-Back Mandate, is set out in **APPENDIX II** to this circular.

LETTER FROM THE CHAIRMAN

2021 AGM

The Notice is set out on pages 16 to 19 of this circular.

An announcement will be made by the Company following the conclusion of the 2021 AGM to inform you of the poll results of the 2021 AGM.

VOTING BY POLL

Pursuant to the Listing Rules, any vote of the shareholders at a general meeting must be taken by poll. The Chairman of the 2021 AGM will therefore put each of the resolutions to be proposed at the meeting to be voted by way of a poll pursuant to Article 70 of the Company's Articles.

PROXY FORM

Proxy form for use at the 2021 AGM is enclosed herewith. The proxy form can also be downloaded from the Company's website at www.wahha.com under "Investor Relations". Whether or not you are able to attend the 2021 AGM, you are requested to complete, sign and return the enclosed proxy form in accordance with the instructions printed thereon to the Company's registered office at Room 2500, Dominion Centre, 43-59 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 2021 AGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting at the 2021 AGM or any adjournment thereof should you so wish.

LETTER FROM THE CHAIRMAN

RECOMMENDATION

The Board is of the opinion that the ordinary resolutions in relation to the re-election of the retiring Directors and the general mandates for the issue and buy-back of the Shares as set out in the Notice are all in the best interests of the Company and the Shareholders. Accordingly, the Board recommends you to vote in favour of all the resolutions to be proposed at the 2021 AGM.

Yours faithfully,
Cheung Kee Wee
Chairman

Hong Kong, 28 July 2021

APPENDIX I DETAILS OF RETIRING DIRECTORS SEEKING FOR RE-ELECTION AT THE 2021 AGM

In accordance with Articles 90 and 99(A) of the Company's Articles, Mr. Chan Wing Tat, Mr. Kok Lap Seng, Mr. Au-Yang Cheong Yan, Peter, Mr. Cheung Ying Wai, Eric and Mr. Cheung Kee Wee will retire from office and they, being eligible, will offer themselves for re-election at the 2021 AGM. Their details are as follows:

Mr. Chan Wing Tat, aged 76, was appointed an INED and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company on 4 January 2021. Mr. Chan holds a Bachelor of Arts degree in Geography and Geology from the University of Hong Kong. Mr. Chan has over 40 years of experience in marketing, advertising and management. He is the founder and executive director of his own full service advertising agency, Compu-AD Centre Limited which used to be a member of The Association of Accredited Advertising Agencies of Hong Kong (HK4As). In his 40-50's, he was a member of the Rotary Club Northeast, serving the underprivileged of the community. He was elected chairman (2017-2019) of the Min Chiu Society, an exclusive club for accomplished collectors dedicated to the appreciation and promotion of Chinese art and culture. Save as disclosed above, Mr. Chan did not hold any directorships in any other listed public companies in the last three years.

Mr. Chan does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders. He does not hold any position in other members of the Group. As at the Latest Practicable Date, Mr. Chan does not have any interest in the Shares which is required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance ("SFO").

Mr. Chan has not entered into any service contract with the Company other than a letter of appointment as an INED, pursuant to which there is no fixed term of office for Mr. Chan but he is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Company's Articles. The Director's remuneration of Mr. Chan is determined with reference to the Group's performance and profitability as well as the prevailing remuneration benchmark in the industry. For the year ended 31 March 2021, Mr. Chan received a Director's fee of HK\$30,000 and he was not entitled to any additional emoluments in his capacity as an INED or members of the Board Committees of the Company. For the year ending 31 March 2022, the Director's fee of Mr. Chan as an INED will be HK\$150,000 (subject to the approval of the Shareholders at the 2021 AGM).

Save as disclosed above, there are no other matters concerning Mr. Chan that need to be brought to the attention of the Shareholders nor is there any other information that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

APPENDIX I DETAILS OF RETIRING DIRECTORS SEEKING FOR RE-ELECTION AT THE 2021 AGM

Mr. Kok Lap Seng, aged 59, was appointed an INED and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company on 4 January 2021. Mr. Kok holds a Bachelor of Laws (LLB) degree from the London School of Economics in England and obtained a Postgraduate Certificate in Laws (PCLL) from the University of Hong Kong. He has been a practicing solicitor in Hong Kong since 1987 and a China Appointed Attesting Officer since 1995. Mr. Kok is currently a partner of Messrs. Kok & Ha, Solicitors. He is active in community and social involvements, being the Chairman of Infinite Compassion Foundation Limited, a charitable body in Hong Kong and a benefactor of various social and religious bodies. Save as disclosed above, Mr. Kok did not hold any directorships in any other listed public companies in the last three years.

Mr. Kok does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders. He does not hold any position in other members of the Group. As at the Latest Practicable Date, Mr. Kok does not have any interest in the Shares which is required to be disclosed pursuant to Part XV of the SFO.

Mr. Kok has not entered into any service contract with the Company other than a letter of appointment as an INED, pursuant to which there is no fixed term of office for Mr. Kok but he is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Company's Articles. The Director's remuneration of Mr. Kok is determined with reference to the Group's performance and profitability as well as the prevailing remuneration benchmark in the industry. For the year ended 31 March 2021, Mr. Kok received a Director's fee of HK\$30,000 and he was not entitled to any additional emoluments in his capacity as an INED or members of the Board Committees of the Company. For the year ending 31 March 2022, the Director's fee of Mr. Kok as an INED will be HK\$150,000 (subject to the approval of the Shareholders at the 2021 AGM).

Save as disclosed above, there are no other matters concerning Mr. Kok that need to be brought to the attention of the Shareholders nor is there any other information that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

APPENDIX I DETAILS OF RETIRING DIRECTORS SEEKING FOR RE-ELECTION AT THE 2021 AGM

Mr. Au-Yang Cheong Yan, Peter, aged 61, was appointed an INED and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company in 2014. He was also appointed the chairman of the Audit Committee of the Company on 4 January 2021. Mr. Au-Yang holds a Bachelor of Science degree in Business Studies from the University of Bradford in England and a Master of Science degree in Accounting and Finance from the London School of Economics and Political Science. Mr. Au-Yang has more than 20 years of experience in the financial services sector in the Asia-Pacific region. He joined the Hongkong and Shanghai Banking Corporation Limited (“**HSBC**”) group in 1985 and became a co-head of Investment Banking, the Asia-Pacific region of the HSBC group in 2001. Between 1985 and 2003 when he was with the HSBC group, he worked on various equity capital fund-raising exercises and mergers and acquisitions projects in the Asia-Pacific region. Between 2003 and 2006, Mr. Au-Yang was an executive director and the chief operating officer of the Securities and Futures Commission. Before his retirement in 2016, he was the Head of the Hong Kong office of the RGE Group. Save as disclosed above, Mr. Au-Yang did not hold any directorships in any other listed public companies in the last three years.

Mr. Au-Yang does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders. He does not hold any position in other members of the Group. As at the Latest Practicable Date, Mr. Au-Yang does not have any interest in the Shares which is required to be disclosed pursuant to Part XV of the SFO.

Mr. Au-Yang has not entered into any service contract with the Company other than a letter of appointment as an INED, pursuant to which there is no fixed term of office for Mr. Au-Yang but he is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Company’s Articles. The Director’s remuneration of Mr. Au-Yang is determined with reference to the Group’s performance and profitability as well as the prevailing remuneration benchmark in the industry. For the year ended 31 March 2021, Mr. Au-Yang received a Director’s fee of HK\$120,000 and he was not entitled to any additional emoluments in his capacity as an INED, chairman of the Audit Committee or members of the Board Committees of the Company. For the year ending 31 March 2022, the Director’s fee of Mr. Au-Yang as an INED will be HK\$150,000 (subject to the approval of the Shareholders at the 2021 AGM).

Save as disclosed above, there are no other matters concerning Mr. Au-Yang that need to be brought to the attention of the Shareholders nor is there any other information that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

**APPENDIX I DETAILS OF RETIRING DIRECTORS SEEKING
FOR RE-ELECTION AT THE 2021 AGM**

Mr. Cheung Ying Wai, Eric, aged 59, joined the Group and was appointed an Executive Director of the Company (“ED”) in 1999. Mr. Cheung holds a Bachelor Degree in Science. He has over 20 years’ experience in business management and is now mainly responsible for the general management of the Group. Mr. Cheung did not hold any directorships in any other listed public companies in the last three years.

Mr. Cheung is the spouse of Madam Hoh Kwok Hing, Corinne, the son of Madam Chin Lan Hong, the brother-in-law of Madam Kung So Ha, Anne and Madam Wu Suet Yi, Rita, all the aforesaid persons are the substantial Shareholders. He is also the brother of Mr. Cheung Kee Wee and Mr. Cheung Lin Wee, the EDs and substantial Shareholders. Save as disclosed herein, Mr. Cheung does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or controlling Shareholders. Mr. Cheung is a director in each of the subsidiaries of the Company. As at the Latest Practicable Date, the interests of Mr. Cheung in the Shares which are required to be disclosed pursuant to Part XV of the SFO were as follows:

Personal interests	Total	% of issued share capital
14,232,800	14,232,800	11.77

Mr. Cheung has not entered into any service contract with the Company other than a letter of appointment as an ED, pursuant to which there is no fixed term of office for Mr. Cheung but he is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Company’s Articles. The Director’s remuneration of Mr. Cheung is determined with reference to the Group’s performance and profitability as well as the prevailing remuneration benchmark in the industry. For the year ended 31 March 2021, Mr. Cheung received a Director’s fee of HK\$120,000 and an annual salaries and allowances of HK\$300,000. Apart from these, he was not entitled to any additional emoluments in his capacity as an ED. For the year ending 31 March 2022, the Director’s fee and the annual salaries and allowances of Mr. Cheung as an ED will be HK\$150,000 and HK\$300,000 respectively (subject to the approval of the Shareholders at the 2021 AGM).

Save as disclosed above, there are no other matters concerning Mr. Cheung that need to be brought to the attention of the Shareholders nor is there any other information that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

**APPENDIX I DETAILS OF RETIRING DIRECTORS SEEKING
FOR RE-ELECTION AT THE 2021 AGM**

Mr. Cheung Kee Wee, aged 69, joined the Group and was appointed an ED in 1976 and was elected Chairman of the Company in 2000. He was also elected Chairman of the Nomination Committee of the Company in 2012. Mr. Cheung holds a Bachelor Degree in Business Administration. He has over 40 years' experience in the property and building construction industry in Hong Kong and is now mainly responsible for the management and supervision of the Group's property portfolio. Mr. Cheung did not hold any directorships in any other listed public companies in the last three years.

Mr. Cheung is the spouse of Madam Kung So Ha, Anne, the son of Madam Chin Lan Hong, the brother-in-law of Madam Wu Suet Yi, Rita and Madam Hoh Kwok Hing, Corinne, the 25% beneficial owner of Biochoice Limited and Humphrey Group Limited respectively, all the aforesaid persons or corporations are the substantial Shareholders. He is also the brother of Mr. Cheung Lin Wee and Mr. Cheung Ying Wai, Eric, EDs and substantial Shareholders. Save as disclosed herein, Mr. Cheung does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or controlling Shareholders. Mr. Cheung is a director in each of the subsidiaries of the Company. As at the Latest Practicable Date, the interests of Mr. Cheung in the Shares which are required to be disclosed pursuant to Part XV of the SFO were as follows:

Corporate interests	Total	% of issued share capital
15,150,160 (<i>Note</i>)	15,150,160	12.52

Note: These shares were held by Biochoice Limited (in which Mr. Cheung Kee Wee and his spouse in aggregate owned 50% interest) through its wholly owned subsidiary, Humphrey Group Limited. Therefore, Mr. Cheung Kee Wee was deemed to be interested in these shares under the SFO.

**APPENDIX I DETAILS OF RETIRING DIRECTORS SEEKING
FOR RE-ELECTION AT THE 2021 AGM**

Mr. Cheung has not entered into any service contract with the Company other than a letter of appointment as an ED, pursuant to which there is no fixed term of office for Mr. Cheung but he is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Company's Articles. The Director's remuneration of Mr. Cheung is determined with reference to the Group's performance and profitability as well as the prevailing remuneration benchmark in the industry. For the year ended 31 March 2021, Mr. Cheung received a Director's fee of HK\$120,000 and an annual salaries and allowances of HK\$300,000. Apart from these, he was not entitled to any additional emoluments in his capacities as an ED or the respective Chairmen of the Board and the Nomination Committee. For the year ending 31 March 2022, the Director's fee and the annual salaries and allowances of Mr. Cheung as an ED will be HK\$150,000 and HK\$300,000 respectively (subject to the approval of the Shareholders at the 2021 AGM).

Save as disclosed above, there are no other matters concerning Mr. Cheung that need to be brought to the attention of the Shareholders nor is there any other information that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

This Appendix serves as an explanatory statement which contains all the information required pursuant to the Listing Rules.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 120,960,000 shares.

Subject to the passing of Resolution 5(A) approving the Buy-Back Mandate and on the basis that no further Shares will be issued or bought back by the Company prior to the 2021 AGM, the Company will be allowed under the Buy-Back Mandate to buy back a maximum of 12,096,000 fully paid-up Shares, representing 10% of total number of Shares in issue.

2. REASONS FOR BUY-BACK

The Board believes that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Directors to buy back Shares in the market. Buy-backs of Shares will only be made when the Board believes that such buy-backs will benefit the Company and the Shareholders. Such buy-backs may, depending on market conditions and funding arrangement at the time, lead to an enhancement of the net asset value and/or earnings per share.

3. SOURCES OF FUNDS

Buy-backs of Shares would be financed entirely from the Company's funds legally available for such purpose in accordance with the applicable laws of the HKSAR and the Company's Articles, being distributable profit of the Company and/or the proceeds of a fresh issue of Shares made for the purpose of the buy-backs. It is envisaged that the funds required for any buy-back would be derived from such sources.

4. WORKING CAPITAL OR GEARING

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the Company's audited financial statements for the year ended 31 March 2021 contained in the 2021 Annual Report of the Company) in the event that the Buy-Back Mandate were to be exercised in full at any time during the proposed buy-back period. However, the Board does not propose to exercise the Buy-Back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Board are from time to time appropriate for the Company, unless circumstances justify the Share buy-back.

5. DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors, to the best of their knowledge having made all reasonable enquiries, nor any of their close associates (as defined under the Listing Rules), have any present intention to sell any Shares to the Company if the Buy-Back Mandate is approved by the Shareholders.

6. UNDERTAKING OF THE BOARD

The Board has undertaken to the Stock Exchange that the Board will exercise the power of the Company to make buy-backs of the Shares pursuant to Resolution 5(A) in accordance with the Listing Rules, all applicable laws of the HKSAR and the regulations set out in the Company's Articles.

7. CORE CONNECTED PERSONS

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Company is authorized to make buy-backs of Shares.

8. EFFECTS OF TAKEOVERS CODE

If on the exercise of the power to buy back Shares pursuant to the Buy-Back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Hong Kong Code on Takeovers and Mergers ("**Takeovers Code**"). Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the substantial Shareholders together with their respective associates were beneficially interested in 76,420,560 Shares, representing approximately 63.18% of the total number of Shares in issue. In the event that the proposed Buy-Back Mandate is exercised in full and assuming that no further Shares are issued by the Company, the aggregate interests of the substantial Shareholders together with their respective associates in the Company would be increased to approximately 70.20% of the total number of Shares in issue, resulting in the total number of Shares in issue in public hands being reduced to approximately 29.80%. In the opinion of the Board, such increase will not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. The Board has no present intention to exercise the proposed Buy-Back Mandate.

9. SHARE BUY-BACK BY THE COMPANY

The Company has not bought back any of the Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

10. SHARE PRICES

The highest and lowest prices at which the Shares traded on the Stock Exchange during each of the previous twelve months from July 2020 to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
July	5.617	5.420
August	5.519	5.075
September	5.420	5.000
October	5.000	4.900
November	5.050	4.850
December	5.100	4.850
2021		
January*	–	–
February	4.920	4.880
March	5.080	4.760
April	4.930	4.920
May	4.900	4.900
June	5.000	5.000
1 July up to the Latest Practicable Date*	–	–

* *There was no trading in Shares during the month.*

NOTICE OF 2021 ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN THAT the 2021 annual general meeting of Wah Ha Realty Company Limited (the “**Company**”) (the “**2021 AGM**”) will be held at Room 2500, Dominion Centre, 43-59 Queen’s Road East, Wanchai, Hong Kong on Thursday, 2 September 2021 at 11:00 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 31 March 2021.
2. To declare final and special dividends for the year ended 31 March 2021.
3. (A) To re-elect the following retiring Directors:
 - (a) Mr. Chan Wing Tat as an Independent Non-executive Director;
 - (b) Mr. Kok Lap Seng as an Independent Non-executive Director;
 - (c) Mr. Au-Yang Cheong Yan, Peter as an Independent Non-executive Director;
 - (d) Mr. Cheung Ying Wai, Eric as an Executive Director; and
 - (e) Mr. Cheung Kee Wee as an Executive Director.
- (B) To fix the Directors’ remuneration.

NOTICE OF 2021 ANNUAL GENERAL MEETING

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.”

NOTICE OF 2021 ANNUAL 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.”

By Order of the Board
Wah Ha Realty Company Limited
Raymond W. M. Chu
Company Secretary

Hong Kong, 28 July 2021

Notes:

- (i) A proxy form for use at the 2021 AGM is enclosed herewith.
- (ii) At the 2021 AGM, the Chairman of the meeting will put each of the proposed resolutions to be voted by way of a poll under Article 70 of the Company’s Articles of Association.
- (iii) 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 needs not be a member of the Company.

NOTICE OF 2021 ANNUAL GENERAL MEETING

- (iv) In light of the ongoing Coronavirus 2019 (“COVID-19”) pandemic situation in Hong Kong and in order to safeguard the health and safety of all the attendees at the 2021 AGM, shareholders of the Company (the “Shareholders”) may consider appointing the chairman of the 2021 AGM as their proxy to vote on the resolutions instead of attending the meeting in person. For every Shareholder, proxy or other attendee attending the 2021 AGM, compulsory body temperature checks will be conducted at the entrance of the meeting venue and they are also required to wear a surgical face mask throughout the meeting. Any person with a body temperature of over 37.4 degrees Celsius or who does not comply with the precautionary measures to be taken at the 2021 AGM may be refused admission to the meeting venue. Attendees are therefore requested to observe and practise good personal hygiene at all times at the meeting venue.
- (v) To be valid, the proxy form duly completed and signed in accordance with the instructions printed thereon, 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, as soon as possible but in any event not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof.
- (vi) The Register of Members of the Company will be closed from Wednesday, 25 August 2021 to Thursday, 2 September, 2021, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the 2021 AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Share Registrar, 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 Tuesday, 24 August 2021.
- (vii) The Register of Members of the Company will be closed from Thursday, 9 September 2021 to Friday, 17 September 2021, 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 transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Share Registrar, 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, 8 September 2021.
- (viii) Detailed information regarding Resolutions Nos. 3 and 5 of this notice are set out in Appendix I and Appendix II to this circular respectively.
- (ix) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
- (x) 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 2021 AGM, the 2021 AGM will be postponed. Shareholders are requested to visit the website of the Company at www.wahha.com for details of alternative meeting arrangements. The 2021 AGM will be held as scheduled when an amber or red rainstorm warning signal is in force. Shareholders who have any queries concerning the alternative meeting arrangements, please call the Company at (852) 2527 1821 during business hours from 9:30 a.m. to 5:30 p.m. on Mondays to Fridays, excluding public holidays.
- (xi) Due to the constantly evolving COVID-19, the Company may be required to change the 2021 AGM arrangements at short notice. Shareholders should check the Company’s website at www.wahha.com for further announcements and updates on the 2021 AGM arrangements.