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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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 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)**

### PROPOSED RE-ELECTION OF RETIRING DIRECTORS AT THE 2023 ANNUAL GENERAL MEETING AND NOTICE OF 2023 ANNUAL GENERAL MEETING

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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 Tuesday, 12 September 2023 at 11:00 a.m. (the “**2023 AGM**”) (the “**Notice**”) is set out on pages 7 to 8 of this circular. A proxy form for use at the 2023 AGM is enclosed.

Whether or not you intend to attend the 2023 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 2023 AGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the 2023 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)**”).

27 July 2023

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## LETTER FROM THE CHAIRMAN

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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)**

*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. Chan Wing Tat  
Mr. Kok Lap Seng

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AT THE 2023 ANNUAL GENERAL MEETING  
AND  
NOTICE OF 2023 ANNUAL GENERAL MEETING**

### INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolution to be proposed at the 2023 AGM relating to the proposed re-election of directors of the Company (the “**Directors**”) who are due to retire at the 2023 AGM and to give you the Notice at which the ordinary resolutions as set out in the Notice will be proposed.

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## LETTER FROM THE CHAIRMAN

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### PROPOSED RE-ELECTION OF RETIRING DIRECTORS AT THE 2023 AGM

In accordance with Article 99(A) of the Articles of Association of the Company (the “**Company’s Articles**”), Mr. Chan Wing Tat, Mr. Kok Lap Seng and Mr. Cheung Ying Wai, Eric (the “**Retiring Directors**”) will retire from office by rotation and they, being eligible, will offer themselves for re-election at the 2023 AGM.

The Nomination Committee of the Company (the “**Nomination Committee**”) considered and assessed the suitability of the Retiring Directors for re-election in accordance with the criteria as set out in the Company’s nomination policy adopted by the board of Directors of the Company (the “**Board**”). The Nomination Committee also considered the structure and size of the Company as well as a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, ethnicity, skills, knowledge and length of service, set out in the Company’s diversity policy adopted by the Board.

Both Mr. Chan Wing Tat and Mr. Kok Lap Seng were appointed Independent Non-executive Directors of the Company (the “**INEDs**”) in 2021. During their tenure of office, they are not involved in the daily management of the Company nor are there any relationship or circumstances which would interfere with their exercise of independent judgement. The Nomination Committee and the Board were satisfied that both Mr. Chan and Mr. Kok have the required integrity and experience to continue fulfilling their roles as INEDs and recommended the re-election of Mr. Chan and Mr. Kok at the 2023 AGM subject to separate resolutions in respect thereof to be approved by the Shareholders at that meeting.

Mr. Chan and Mr. Kok, being INEDs eligible for re-election at the 2023 AGM, have furnished their respective annual confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that each of Mr. Chan and Mr. Kok has met the independence guidelines as set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

The Nomination Committee, having reviewed the above, nominated the Retiring Directors to the Board for it to recommend to the Shareholders for re-election at the 2023 AGM. With the nomination of the Nomination Committee, the Board has recommended that all the Retiring Directors stand for re-election as Directors at the 2023 AGM. As a good corporate governance practice, each of the Retiring Directors has abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders.

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

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## LETTER FROM THE CHAIRMAN

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### 2023 AGM

The Notice is set out on pages 7 to 8 of this circular.

An announcement will be made by the Company following the conclusion of the 2023 AGM to inform you of the poll results of the 2023 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 2023 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 2023 AGM is enclosed herewith. The proxy form can also be downloaded from the Company's website at [www.wahha.com](http://www.wahha.com) under "Investor Relations". Whether or not you are able to attend the 2023 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 2023 AGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting at the 2023 AGM or any adjournment thereof should you so wish.

### RECOMMENDATION

The Board is of the opinion that all the proposed resolutions as set out in the Notice including the re-election of the Retiring Directors at the 2023 AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends you to vote in favour of all the resolutions to be proposed at the 2023 AGM.

Yours faithfully,  
**Cheung Kee Wee**  
*Chairman*

Hong Kong, 27 July 2023

*In accordance with Articles 99(A) of the Company's Articles, Mr. Chan Wing Tat, Mr. Kok Lap Seng and Mr. Cheung Ying Wai, Eric will retire from office and they, being eligible, will offer themselves for re-election at the 2023 AGM. Their details are as follows:*

**Mr. Chan Wing Tat**, aged 78, was appointed an INED and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company in 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. He was also nominated member of the HK Palace Museum Acquisition Committee in 2022. 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 20 July 2023, being the latest practicable date prior to the printing of this circular (the "**Latest Practicable Date**"), Mr. Chan does not have any interest in the shares of the Company (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 2023, Mr. Chan received a Director's fee of HK\$150,000 and he was not entitled to any additional emoluments or equity-based remuneration in his capacity as an INED or members of the Board Committees of the Company. For the year ending 31 March 2024, the Director's fee of Mr. Chan as an INED will be HK\$150,000 (subject to the approval of the Shareholders at the 2023 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.

**Mr. Kok Lap Seng**, 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 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. 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 2023, Mr. Kok received a Director's fee of HK\$150,000 and he was not entitled to any additional emoluments or equity-based remuneration in his capacity as an INED or members of the Board Committees of the Company. For the year ending 31 March 2024, the Director's fee of Mr. Kok as an INED will be HK\$150,000 (subject to the approval of the Shareholders at the 2023 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.

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**APPENDIX****DETAILS OF RETIRING DIRECTORS SEEKING  
FOR RE-ELECTION AT THE 2023 AGM**

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**Mr. Cheung Ying Wai, Eric**, aged 61, 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 the late mother 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:

<b>Personal Interests</b>	<b>Corporate Interests</b>	<b>Total</b>	<b>% of issued share capital</b>
22,579,680	46,953,629 ( <i>Note</i> )	69,533,309	57.48

*Note:* These shares were held by Good Vision Development Limited in which the three EDs Mr. Cheung Kee Wee, Mr. Cheung Lin Wee and Mr. Cheung Ying Wai, Eric owned 100% interest in equal shares. Therefore, Mr. Cheung Ying Wai, Eric was deemed to be interested in these shares under the SFO.

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 2023, Mr. Cheung received a Director’s fee of HK\$150,000 and an annual salaries and allowances of HK\$300,000. Apart from these, he was not entitled to any additional emoluments or equity-based remuneration in his capacity as an ED. For the year ending 31 March 2024, 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 2023 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.



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## NOTICE OF 2023 ANNUAL GENERAL MEETING

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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 IS HEREBY GIVEN THAT** the 2023 annual general meeting of Wah Ha Realty Company Limited (the “**Company**”) (the “**2023 AGM**”) will be held at Room 2500, Dominion Centre, 43-59 Queen’s Road East, Wanchai, Hong Kong on Tuesday, 12 September 2023 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 2023.
2. To declare final and special dividends for the year ended 31 March 2023.
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; and
  - (c) Mr. Cheung Ying Wai, Eric as an 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.

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

Hong Kong, 27 July 2023

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## NOTICE OF 2023 ANNUAL GENERAL MEETING

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*Notes:*

- (i) A proxy form for use at the 2023 AGM is enclosed herewith.
- (ii) At the 2023 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.
- (iv) 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.
- (v) The Register of Members of the Company will be closed from Tuesday, 5 September 2023 to Tuesday, 12 September, 2023, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the 2023 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 Monday, 4 September 2023.
- (vi) The Register of Members of the Company will be closed from Tuesday, 19 September 2023 to Wednesday, 27 September 2023, 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 Monday, 18 September 2023.
- (vii) Detailed information regarding Resolution No. 3 of this notice is set out in the Appendix to this circular.
- (viii) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
- (ix) 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 2023 AGM, the 2023 AGM will be postponed. Shareholders are requested to visit the website of the Company at [www.wahha.com](http://www.wahha.com) for details of alternative meeting arrangements. The 2023 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.