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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 form of proxy 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 REPURCHASE SHARES AND NOTICE OF 2013 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 Tuesday, 3rd September 2013 at 11:30 a.m. (the “2013 AGM”) (the “Notice”) is set out on pages 12 to 15 of this circular. Whether or not you intend to attend the 2013 AGM, you are requested to complete the accompanied form of proxy 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, not less than 48 hours before the time appointed for holding the 2013 AGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2013 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)").

17th July 2013

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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 Directors:

Mr. John Ho
Mr. Ng Kwok Tung

Independent Non-executive Directors:

Mr. Lam Hon Keung, Keith
Mr. Chan Woon Kong
Mr. Soo Hung Leung, Lincoln

Dear Shareholder(s),

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AT THE ANNUAL GENERAL MEETING,
PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES
AND REPURCHASE SHARES
AND
NOTICE OF 2013 ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the ordinary resolutions to be proposed at the 2013 AGM relating to (i) the proposed re-election of directors of the Company (the "Directors") who are due to retire at the 2013 AGM and (ii) the granting of general mandates to the board of Directors (the "Board") for the issue and repurchase of the fully-paid up ordinary shares of HK\$0.65 each 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 2013 AGM

In accordance with Article 103(A) of the Company's Articles of Association, Mr. Cheung Kee Wee, Mr. John Ho and Mr. Lam Hon Keung, Keith will retire by rotation at the 2013 AGM and they, being eligible, offer themselves for re-election.

Mr. Lam Hon Keung, Keith, being an Independent Non-executive Director of the Company eligible for re-election at the 2013 AGM, has furnished an annual confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules. Mr. Lam has served as an Independent Non-executive Director of the Company for more than 9 years and will be re-elected at the 2013 AGM subject to a separate resolution to be approved by the Shareholders. The Company is of the view that Mr. Lam meets 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.

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 REPURCHASE SHARES

At the annual general meeting of the Company held on Wednesday, 5th September 2012, general mandates were given to the Board to exercise the power of the Company to issue and repurchase Shares. Such general mandates will lapse at the conclusion of the 2013 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 2013 AGM to give fresh general mandates to the Board to exercise the powers of the Company to issue new Shares and repurchase Shares.

Proposed General Mandate to issue new Shares

At the 2013 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 aggregate nominal amount of the share capital of the Company in issue at the date of passing the resolution (the "Issue Mandate"). As at 17th July 2013, 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 repurchased from the Latest Practicable Date up to the date of the 2013 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 repurchased under the Repurchase Mandate as hereinafter mentioned.

LETTER FROM THE CHAIRMAN

The Board wishes to state that they have 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 Section 57B of the Hong Kong Companies Ordinance and the Listing Rules.

Proposed General Mandate to repurchase Shares

At the 2013 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 repurchase issued and fully-paid up Shares on the Stock Exchange not exceeding 10 per cent of the aggregate nominal amount of the issued share capital of the Company at the date of passing the resolution (the “Repurchase Mandate”) subject to the criteria set out in the resolution.

Shareholders should note that the authority relates only to repurchases 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 of Association 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 relevant rules as set out in the Listing Rules to regulate the repurchase by companies with primary listings on the Stock Exchange of their own securities on the Stock Exchange, to provide requisite information to you for your consideration of the proposed Repurchase Mandate is set out in **APPENDIX II** to this circular.

2013 AGM

The Notice is set out on pages 12 to 15 of this circular.

An announcement will be made by the Company following the conclusion of the 2013 AGM to inform you of the poll results of the 2013 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 2013 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 74 of the Company’s Articles of Association.

LETTER FROM THE CHAIRMAN

PROXY FORM

Proxy form for use at the 2013 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 2013 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 and in any event not less than 48 hours before the time appointed for the holding of the 2013 AGM or any adjournment thereof. Completion and return of the proxy forms will not preclude you from attending and voting at the 2013 AGM or any adjournment thereof should you so wish.

RECOMMENDATION

The Board is of the opinion that the ordinary resolutions in relation to the re-election of the retiring Directors and general mandates for the issue and repurchase 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 2013 AGM.

Yours faithfully,

Cheung Kee Wee

Chairman

Hong Kong, 17th July 2013

APPENDIX I DETAILS OF RETIRING DIRECTORS SEEKING FOR RE-ELECTION AT THE 2013 AGM

In accordance with Article 103(A) of the Articles of Association of the Company, Mr. Cheung Kee Wee, Mr. John Ho and Mr. Lam Hon Keung, Keith will retire from office and they, being eligible, will offer themselves for re-election at the 2013 AGM. Their details are as follows:

Mr. Cheung Kee Wee, aged 61, joined the Group, was appointed an Executive Director of the Company 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 35 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 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 of the Company. He is also the brother of Mr. Cheung Lin Wee and Mr. Cheung Ying Wai, Eric, Executive Directors and substantial shareholders of the Company. Save as disclosed herein, Mr. Cheung does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. 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 Securities and Futures Ordinance ("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 2013 AGM

Under the service contract entered into between the Company and Mr. Cheung, 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 Articles of Association of the Company. 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 31st March 2013, Mr. Cheung received a Director's fee of HK\$80,000 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 the respective Chairmen of the Board and the Nomination Committee or as an Executive Director of the Company. For the year ending 31st March 2014, the Director's fee and the annual salaries and allowances of Mr. Cheung as an Executive Director of the Company under his letter of appointment are HK\$80,000 and HK\$300,000 respectively (subject to the approval of the Shareholders at the 2013 AGM).

Save as disclosed above, there are no any 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.

Mr. John Ho, aged 67, was appointed an Independent Non-executive Director of the Company in 1994 and was re-designated as a Non-executive Director of the Company in 2004. He was also appointed a member of the Audit Committee and the Remuneration Committee of the Company in 1998 and 2005 respectively. Mr. Ho holds a Bachelor of Laws degree from the University of London and has over 40 years' legal experience. He is a practicing solicitor in Hong Kong and a partner of Messrs John Ho & Tsui which currently renders professional services not relating to listing matters to certain private companies in which all the Executive Directors of the Company have interests as directors and/or beneficial shareholders. Mr. Ho is currently an independent non-executive director of Wong's Kong King International (Holdings) Limited. He is the CEO and an executive director of China Western Investments PLC., a London listed company which was delisted on 6th July 2011. Save as disclosed herein, Mr. Ho did not hold any directorships in any other listed public companies in the last three years.

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

APPENDIX I DETAILS OF RETIRING DIRECTORS SEEKING FOR RE-ELECTION AT THE 2013 AGM

Mr. Ho has not entered into any service contract with the Company other than a letter of appointment as a Non-executive Director of the Company, pursuant to which there is no fixed term of office for Mr. Ho but he is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association of the Company. The Director's remuneration of Mr. Ho 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 31st March 2013, Mr. Ho received a Director's fee of HK\$80,000 and he was not entitled to any additional emoluments in his capacity as a Non-executive Director or a member of the Board Committees of the Company. For the year ending 31st March 2014, the Director's fee of Mr. Ho as a Non-executive Director of the Company under his letter of appointment is HK\$80,000 (subject to the approval of the Shareholders at the 2013 AGM).

Save as disclosed above, there are no any other matters concerning Mr. Ho 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. Lam Hon Keung, Keith *O.B.E., J.P.*, aged 73, was appointed Independent Non-executive Director of the Company in 1993. He was elected Chairman of the Audit Committee of the Company in 1998 and appointed a member of the Remuneration Committee and the Nomination Committee of the Company in 2005 and 2012 respectively. He was a Committee Member of Far East Exchange Limited (1975-86), a Council Member of the Stock Exchange (1987-94), an ex-President of Rotary Club of Hong Kong South (1976-77), an appointed unofficial member of the Legislative Councillor in 1984 and a member of the Social Welfare Advisory Committee (2000-2006). Mr. Lam is active in community and social involvements, he is the Chairman of the Hospital Governing Committee of the Hong Kong Buddhist Hospital and Vice Chairman of the Hong Kong Buddhist Association, etc.. He is also a Fellow of the Hong Kong Institute of Directors, a Fellow of Chartered Management Institute and an independent non-executive director of KFM Kingdom Holdings Limited. Save as disclosed herein, Mr. Lam did not hold any directorships in any other listed public companies in the last three years.

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

**APPENDIX I DETAILS OF RETIRING DIRECTORS SEEKING
FOR RE-ELECTION AT THE 2013 AGM**

Mr. Lam has not entered into any service contract with the Company other than a letter of appointment as an Independent Non-executive Director of the Company, pursuant to which there is no fixed term of office for Mr. Lam but he is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association of the Company. The Director's remuneration of Mr. Lam 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 31st March 2013, Mr. Lam received a Director's fee of HK\$80,000 and he was not entitled to any additional emoluments in his capacity as an Independent Non-executive Director, Chairman or member of the Board Committees of the Company. For the year ending 31st March 2014, the Director's fee of Mr. Lam as an Independent Non-executive Director of the Company under his letter of appointment is HK\$80,000 (subject to the approval of the Shareholders at the 2013 AGM).

Save as disclosed above, there are no any other matters concerning Mr. Lam 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 Repurchase Mandate and on the basis that no further Shares will be issued or repurchased by the Company prior to the 2013 AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 12,096,000 fully-paid up Shares, representing 10% of the issued share capital of the Company.

2. REASONS FOR REPURCHASE

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 repurchase Shares in the market. Repurchases of Shares will only be made when the Board believes that such repurchases will benefit the Company and the Shareholders. Such repurchases 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

Repurchases 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 Memorandum and Articles of Association of the Company, being distributable profit of the Company and/or the proceeds of a fresh issue of Shares made for the purpose of the repurchases. It is envisaged that the funds required for any repurchase 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 31st March 2013 contained in the 2013 Annual Report of the Company) in the event that the Repurchase Mandate were to be exercised in full at any time during the proposed repurchase period. However, the Board does not propose to exercise the Repurchase 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 repurchase.

5. DIRECTORS AND THEIR ASSOCIATES

None of the Directors, to the best of their knowledge having made all reasonable enquiries, nor any of their associates (as defined under the Listing Rules), have any present intention to sell any Shares to the Company if the Repurchase 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 repurchases 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 Memorandum and Articles of Association of the Company.

7. CONNECTED PERSONS

No 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 repurchases of Shares.

8. EFFECTS OF TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase 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 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 75,822,560 Shares, representing approximately 62.68 per cent of the issued share capital of the Company. In the event that the proposed Repurchase 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 69.65 per cent of the issued share capital of the Company, resulting in the aggregate amount of the issued share capital of the Company in public hands being reduced to approximately 30.35 per cent. 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 Repurchase Mandate.

9. SHARE PURCHASE BY THE COMPANY

The Company has not purchased 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 2012 to the Latest Practicable Date were as follows:

	Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2012		
July	4.20	4.10
August	5.25	4.30
September	5.35	4.90
October	5.30	5.25
November	5.30	5.25
December	5.30	5.30
2013		
January	5.40	5.24
February	5.45	5.35
March	5.45	5.35
April	5.60	5.40
May	5.70	5.65
June *	–	–
1st July up to the Latest Practicable Date *	–	–

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

NOTICE OF 2013 ANNUAL GENERAL MEETING



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 2013 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, 3rd September 2013 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 2013.
2. To declare final and special dividends for the year ended 31st March 2013.
3. (A) To re-elect the following retiring Directors:
 - (a) Mr. Cheung Kee Wee as Executive Director;
 - (b) Mr. John Ho as Non-executive Director; and
 - (c) Mr. Lam Hon Keung, Keith 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.

NOTICE OF 2013 ANNUAL GENERAL MEETING

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;

NOTICE OF 2013 ANNUAL GENERAL MEETING

- (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 2013

NOTICE OF 2013 ANNUAL GENERAL MEETING

Notes:

- (i) At the 2013 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, 29th August 2013 to Tuesday, 3rd September, 2013, 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 2013 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 Wednesday, 28th August 2013.
- (v) The Register of Members of the Company will be closed from Monday, 9th September 2013 to Friday, 13th September 2013, 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 Friday, 6th September 2013.
- (vi) Detailed information regarding Resolutions Nos. 3 and 5 of this notice are set out in Appendix I and Appendix II 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 2013 AGM, the 2013 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 2013 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.