

CORPORATE GOVERNANCE CODE

During the financial period under review, all the code provisions set out in the Corporate Governance Code in Appendix 14 of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) were met by the Company, with the exception of two deviations, namely, (i) Code Provision A.2.1 (the “First Deviation”) providing for the roles of chairman and chief executive to be performed by different individuals; and (ii) Code Provision F.1.3 (the “Second Deviation”) providing for the company secretary to report to the board chairman or the chief executive.

Regarding the First Deviation, the relevant arrangement is deemed appropriate as it is considered to be more efficient to have one single person to be the Chairman of the Company as well as to discharge the executive functions of a chief executive. The Board of Directors believes that the balance of power and authority is adequately ensured by the operations of the Board which comprises experienced and high calibre individuals, with more than half of them being Independent Non-executive Directors. As regards the Second Deviation, the Company Secretary of the Company has for some years directly reported to, and continues to report to, the Deputy Chairman of the Company, which is considered appropriate and reasonable given the size of the Group. In the view of the Directors, this reporting arrangement in no way adversely affects the efficient discharge by the Company Secretary of his job duties.

CODE FOR DIRECTORS’ SECURITIES TRANSACTIONS

A set of the Company’s own code of conduct (the “Company’s Code”) was adopted by the Company in 2014 to govern Directors’ securities transactions with terms thereof being no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers in Appendix 10 of the Listing Rules. The Company has made specific enquiry of all Directors of the Company, and all the Directors have complied with the required standard set out in the Company’s Code during the period under review.

DIRECTORS' INTERESTS IN SECURITIES

(A) INTERESTS IN SHARES & DEBT SECURITIES

At 30 June 2016, Directors of the Company had the following interests, all being personal, beneficial and long position interests, in the shares and/or debt securities of the Company, of three subsidiaries of the Company, namely, The Wharf (Holdings) Limited (“Wharf”), i-CABLE Communications Limited (“i-CABLE”) and Wheelock Finance Limited, and also of Greentown China Holdings Limited, which is regarded as an associated corporation of the Company. The percentages which the relevant shares represented as compared to the total numbers of shares in issue of the relevant companies respectively are also set out below:

	Quantity (percentage, where applicable) held
The Company – Ordinary Shares	
Stephen T H Ng	300,000 (0.0148%)
Wharf – Ordinary Shares	
Stephen T H Ng	804,445 (0.0265%)
Kenneth W S Ting	659,024 (0.0217%)
i-CABLE – Ordinary Shares	
Stephen T H Ng	1,265,005 (0.0629%)
Wheelock Finance Limited	
– HKD Guaranteed Notes due 2017	
Ricky K Y Wong	HK\$5,000,000
– USD Guaranteed Notes due 2018	
Ricky K Y Wong	US\$1,300,000
– HKD Guaranteed Notes due 2022	
Ricky K Y Wong	HK\$5,000,000
Greentown China Holdings Limited	
– USD Bond due 2018	
Stewart C K Leung	US\$500,000
– USD Fixed Rate Notes due 2020	
Ricky K Y Wong	US\$600,000

Note: The interests in shares disclosed above do not include interests in share options of the Company and/or its subsidiary(ies) held by Directors of the Company as at 30 June 2016. Details of such interests in share options are separately set out below under subsections “(B) Interests in Share Options of the Company” and “(C) Interests in Share Options of Wharf”.

(B) INTERESTS IN SHARE OPTIONS OF THE COMPANY

Set out below are particulars of all interests (all being personal interests) in options held during the six months ended 30 June 2016 by Directors (and/or their respective associate(s)) of the Company to subscribe for ordinary shares of the Company granted/exercisable under the share option scheme of the Company:

Name of Director	Date of grant (Day/Month/Year)	No. of Wheelock's shares under option (percentage based on all issued shares)		Subscription price per share (HK\$)
		As at 1 January 2016	As at 30 June 2016	
Douglas C K Woo (Note b)	14/06/2013	3,000,000	3,000,000 (0.148%)	39.98
Stewart C K Leung	14/06/2013	3,000,000	3,000,000 (0.148%)	39.98
Paul Y C Tsui	14/06/2013	1,500,000	1,500,000 (0.074%)	39.98
Ricky K Y Wong	14/06/2013	3,000,000	3,000,000 (0.148%)	39.98

Notes:

- (a) *The share options of the Company outstanding as at both 1 January 2016 and 30 June 2016 as stated above were/will be vested in five tranches within a period of 5 years, with each tranche covering one-fifth of the relevant options, i.e. exercisable to the extent of one-fifth of the relevant total number of Wheelock's shares, and with the 1st, 2nd, 3rd, 4th and 5th tranche becoming exercisable from 15th of June in the years 2013, 2014, 2015, 2016 and 2017 respectively.*
- (b) *As at both 1 January 2016 and 30 June 2016, an associate of Mr Douglas C K Woo, namely, Mr Peter K C Woo, who is the father of Mr Douglas C K Woo, held certain options for the Company's shares, particulars of which are set out below under the section headed "Substantial Shareholders' Interests". The share options so held by Mr Peter K C Woo are not included in the options held by Mr Douglas C K Woo as stated above.*

(C) INTERESTS IN SHARE OPTIONS OF WHARF

There was in existence during the financial period a share option scheme of Wharf (the “Wharf’s Scheme”). Set out below are particulars of all interests (all being personal interests) in options held during the six months ended 30 June 2016 by Directors (and/or their respective associate(s)) of the Company to subscribe for ordinary shares of Wharf granted/exercisable under the Wharf’s Scheme:

Name of Director	Total No. of Wharf’s shares under option held as at 30 June 2016 (percentage based on all issued shares)	Date of grant (Day/Month/Year)	No. of Wharf’s shares under option		Subscription price per share (HK\$)
			As at 1 January 2016	As at 30 June 2016	
			Douglas C K Woo (Note iii)	800,000 (0.026%)	
Stephen T H Ng	3,500,000 (0.116%)	04/07/2011	1,500,000	1,500,000	55.15
		05/06/2013	2,000,000	2,000,000	70.20
Paul Y C Tsui	2,200,000 (0.073%)	04/07/2011	1,200,000	1,200,000	55.15
		05/06/2013	1,000,000	1,000,000	70.20
Ricky K Y Wong	800,000 (0.026%)	04/07/2011	800,000	800,000	55.15

Notes:

- (i) *The Wharf’s share options granted on 4 July 2011 outstanding as at both 1 January 2016 and 30 June 2016 as stated above were/are vested in five tranches within a period of 5 years, with each tranche covering one-fifth of the relevant Wharf’s share options, i.e. exercisable to the extent of one-fifth of the relevant total number of Wharf’s shares, and with the 1st, 2nd, 3rd, 4th and 5th tranche becoming exercisable from 5th of July in the years 2011, 2012, 2013, 2014 and 2015 respectively, with one exception. Such an exception is that regarding the relevant options outstanding as at 30 June 2016 held by Mr Paul Y C Tsui, the options were/are vested in four tranches within a period of 4 years, with each tranche covering one-fourth of the relevant Wharf’s share options, i.e. exercisable to the extent of one-fourth of the relevant total number of Wharf’s shares, and with the 1st, 2nd, 3rd and 4th tranche becoming exercisable from the 5th of July in the years 2012, 2013, 2014 and 2015 respectively.*
- (ii) *The Wharf’s share options granted on 5 June 2013 outstanding as at both 1 January 2016 and 30 June 2016 as stated above were/will be vested in five tranches within a period of 5 years, with each tranche covering one-fifth of the relevant Wharf’s share options, i.e. exercisable to the extent of one-fifth of the relevant total number of Wharf’s shares, and with the 1st, 2nd, 3rd, 4th and 5th tranche becoming exercisable from 6th of June in the years 2013, 2014, 2015, 2016 and 2017 respectively.*
- (iii) *As at both 1 January 2016 and 30 June 2016, an associate of Mr Douglas C K Woo, namely, Mr Peter K C Woo, who is the father of Mr Douglas C K Woo, held certain options for Wharf’s shares, particulars of which are set out below under the section headed “Substantial Shareholders’ Interests”. The share options so held by Mr Peter K C Woo are not included in the options held by Mr Douglas C K Woo as stated above.*

No share option of the Company and/or Wharf held by Directors of the Company and/or their associate(s) (including Mr Peter K C Woo who, being an associate of Mr Douglas C K Woo, is also a substantial shareholder of the Company) lapsed or was exercised or cancelled during the financial period and no share option of the Company and/or Wharf was granted to any Director of the Company and/or any of their associate(s) during the financial period.

Except as disclosed above, as recorded in the register kept by the Company under section 352 of the Securities and Futures Ordinance (“SFO”) in respect of information required to be notified to the Company and the Stock Exchange by the Directors and/or Chief Executive of the Company pursuant to the SFO or to the Listing Rules, there were no interests, both long and short positions, held as at 30 June 2016 by any of the Directors or Chief Executive of the Company in shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), nor had there been any rights to subscribe for any shares, underlying shares or debentures of the Company and its associated corporations held by any of them as at 30 June 2016.

SUBSTANTIAL SHAREHOLDERS’ INTERESTS

Given below are the names of all parties who/which were, directly or indirectly, interested in 5% or more of any class of voting shares of the Company as at 30 June 2016 and the respective relevant numbers of shares (percentages based on all issued shares) in which they were, and/or were deemed to be, interested as at that date as recorded in the register kept by the Company under section 336 of the SFO (the “Register”):

Names	Number (percentage) of Ordinary Shares
(i) Mr Peter K C WOO (Notes 1 & 4)	241,979,652 (11.91%)
(ii) Mrs Bessie P Y WOO (Notes 1 & 4)	241,979,652 (11.91%)
(iii) HSBC Trustee (C. I.) Limited	995,221,678 (48.98%)

Notes:

- (1) *The interests of party (i) (who is regarded as an associate of party (ii) and vice versa) and party (ii) stated above do not include the personal interests held by party (i) in certain share options of the Company, particulars of which are given in note (3) below.*
- (2) *Duplication occurred in respect of the shareholdings stated against parties (i) and (ii) above to the extent that they represented the same block of shares.*
- (3) *As at both 1 January 2016 and 30 June 2016, party (i) stated above held options granted by the Company on 14 June 2013 covering 2,000,000 shares (0.098% based on all issued shares) of the Company, and options granted by Wharf on 4 July 2011 and 5 June 2013 covering 1,500,000 and 2,000,000 Wharf's shares respectively, with the subscription prices and vesting/exercise periods thereof being the same as those which are (as stated above in the section headed "Directors' Interests in Securities") applicable to share options of the Company and of Wharf granted on the respective dates to Directors of the Company (other than for the exceptional case in respect of Mr Paul Y C Tsui as stated in note (i) in that subsection (C)).*
- (4) *For the purpose of disclosure of interests in share options of the Company and of Wharf under the Listing Rules, Mr Douglas C K Woo is regarded as an associate of each of party (i) and party (ii). Particulars of Mr Douglas C K Woo's relevant share option interests (not included in the interests held by party (i) and party (ii) mentioned above) are set out above under subsections (B) and (C) in the section headed "Directors' Interests in Securities".*

All the interests stated above represented long positions and as at 30 June 2016, there were no short position interests recorded in the Register.

SHARE OPTION SCHEMES

(A) DETAILS OF OUTSTANDING OPTIONS FOR SHARES OF THE COMPANY

Set out below are particulars and movement(s), if any, during the financial period of all outstanding share options of the Company which were granted to certain employees of the Group (including Directors of the Company), all working under employment contracts that are regarded as “continuous contracts” for the purposes of the Employment Ordinance and all being participants with options not exceeding the respective individual limits:

Date of grant (Date/Month/Year)	No. of Wheelock's shares under option		Vesting/ Exercise Period (Day/Month/Year)	Price per share to be paid on exercise of options (HK\$)
	As at 1 January 2016	As at 30 June 2016		
14/06/2013	2,500,000	2,500,000	15/06/2013–14/06/2018	39.98
	2,500,000	2,500,000	15/06/2014–14/06/2018	39.98
	2,500,000	2,500,000	15/06/2015–14/06/2018	39.98
	2,500,000	2,500,000	15/06/2016–14/06/2018	39.98
	2,500,000	2,500,000	15/06/2017–14/06/2018	39.98
Total:	12,500,000	12,500,000		

Note: No share option of the Company lapsed or was granted, exercised or cancelled during the financial period.

(B) DETAILS OF OUTSTANDING OPTIONS FOR SHARES OF WHARF

Set out below are particulars and movement(s), if any, during the financial period of all outstanding Wharf's share options which were granted to certain employees and/or directors of Wharf and/or its subsidiaries (some being also Directors of the Company), all working under employment contracts that are regarded as "continuous contracts" for the purposes of the Employment Ordinance and all being participants with options not exceeding the respective individual limits:

Date of grant (Date/Month/Year)	No. of Wharf's shares under option		Vesting/ Exercise Period (Day/Month/Year)	Price per share to be paid on exercise of options (HK\$)
	As at 1 January 2016	As at 30 June 2016		
(i) 04/07/2011:	1,540,000	1,540,000	05/07/2011-04/07/2016	55.15
	2,020,000	2,020,000	05/07/2012-04/07/2016	55.15
	2,020,000	2,020,000	05/07/2013-04/07/2016	55.15
	2,020,000	2,020,000	05/07/2014-04/07/2016	55.15
	2,020,000	2,020,000	05/07/2015-04/07/2016	55.15
	9,620,000	9,620,000		
(ii) 05/06/2013:	2,100,000	2,100,000	06/06/2013-05/06/2018	70.20
	2,100,000	2,100,000	06/06/2014-05/06/2018	70.20
	2,100,000	2,100,000	06/06/2015-05/06/2018	70.20
	2,100,000	2,100,000	06/06/2016-05/06/2018	70.20
	2,100,000	2,100,000	06/06/2017-05/06/2018	70.20
	10,500,000	10,500,000		
Total:	20,120,000	20,120,000		

Note: No share option of Wharf lapsed or was granted, exercised or cancelled during the financial period.

CHANGES OF INFORMATION OF DIRECTORS

- (A) Given below is the latest information regarding annual emoluments, calculated on an annualised basis for the year 2016 (and the year 2015), of all those Directors of the Company for whom there have been changes of amounts of emoluments since the publication of the last Annual Report of the Company:

Directors	#Salary and various allowances HK\$'000	##Discretionary annual bonus in cash HK\$'000
Douglas C K Woo	6,045 (2015: 5,715)	9,000 (2015: 11,000)
Stephen T H Ng	7,823 (2015: 7,243)	11,500 (2015: 15,500)
Stewart C K Leung	5,456 (2015: 5,456)	8,000 (2015: 10,000)
Paul Y C Tsui	5,093 (2015: 4,787)	6,500 (2015: 8,500)
Ricky K Y Wong	4,413 (2015: 4,194)	7,000 (2015: 9,000)

Not including the Chairman's fee of HK\$225,000 per annum payable to Mr Douglas C K Woo (2015: HK\$225,000) and the Director's fee of HK\$150,000 (2015: HK\$150,000) per annum to each of the other Directors of the Company payable by the Company.

Paid during the six-month period ended 30 June 2016, with the amounts of such discretionary annual bonuses fixed/decided unilaterally by the employers.

- (B) Given below is the latest information regarding the directorships held at present and/or former directorship(s) (if any) held within the past three years in other listed public company(ies) in respect of any and all those Director(s) of the Company for whom there has/have been change(s) in the relevant information since the publication of the last Annual Report of the Company:

Director(s)	Present/(Former) directorship(s) in other listed public company(ies)
Alan H Smith	Genting Hong Kong Limited; Guangdong Land Holdings Limited; (Noble Group Limited; resigned in April 2016); (Crown International Corporation Limited)

PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any listed securities of the Company during the financial period under review.

BOOK CLOSURE

The Register of Members will be closed from Wednesday, 7 September 2016 to Friday, 9 September 2016, both days inclusive, during which period no transfer of shares of the Company can be registered. In order to qualify for the abovementioned interim dividend, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Registrars, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 6 September 2016.

By Order of the Board

Wilson W S Chan

Company Secretary

Hong Kong, 15 August 2016

As at the date of this Interim Report, the Board of Directors of the Company comprises Mr Douglas C K Woo, Mr Stephen T H Ng, Mr Stewart C K Leung, Mr Paul Y C Tsui, Mr Ricky K Y Wong and Mrs Mignonne Cheng, together with seven Independent Non-executive Directors, namely, Mr Tak Hay Chau, Mr Winston K W Leong, Mr Alan H Smith, Mr Richard Y S Tang, Mr Kenneth W S Ting, Ms Nancy S L Tse and Mr Glenn S Yee.

Notwithstanding any choice of language or means for the receipt of corporate communications (viz. annual report, interim report, etc.) previously made by Shareholder(s) and communicated to the Company, Shareholder(s) has/have the option (which may be exercised at any time by giving reasonable prior notice to the Company) of changing the choice of printed language version(s) to English only, Chinese only or both English and Chinese for receiving future corporate communications, or changing the choice of receiving future corporate communications to using electronic means instead of in printed version (or vice versa). Such notice of change of choice should contain the full name(s) in English, address and contact telephone number of the relevant Shareholder(s), together with the relevant words (i.e. instruction in writing) regarding the request for the change of choice, and should be sent to the Company, c/o the Company's Registrars, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, by post or by hand delivery, or via email to wheelockcompany-ecom@hk.tricorglobal.com.