



WHEELOCK

Founded 1857

WHEELOCK AND COMPANY LIMITED

Stock Code: 20

Form of Proxy for Annual General Meeting

I/We<sup>1</sup>, \_\_\_\_\_ of \_\_\_\_\_, being a member of **Wheelock and Company Limited** (the "Company"), hereby appoint<sup>3</sup> \_\_\_\_\_ of \_\_\_\_\_, or failing him/her, \_\_\_\_\_ of \_\_\_\_\_, as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 7 June 2013 and at any adjournment thereof. The proxy will vote on the proposed resolutions in respect of the undermentioned matters as indicated below:

		For <sup>4</sup>	Against <sup>4</sup>
1	To adopt the Financial Statements and the Reports of the Directors and Auditors for the financial year ended 31 December 2012.		
2	(a) To re-elect Mr. Stephen T. H. Ng, a retiring Director, as a Director.		
	(b) To re-elect Mr. Tak Hay Chau, a retiring Director, as a Director.		
	(c) To re-elect Mrs. Mignonne Cheng, a retiring Director, as a Director.		
	(d) To re-elect Mr. Alan H. Smith, a retiring Director, as a Director.		
	(e) To re-elect Mr. Richard Y. S. Tang, a retiring Director, as a Director.		
3	To re-appoint KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration.		
4	(a) To approve an increase in the rate of fee payable to the Chairman of the Company.		
	(b) To approve an increase in the rate of fee payable to each of the other Directors of the Company.		
	(c) To approve an increase in the rate of fee payable to each of those Directors of the Company who from time to time are also members of Audit Committee of the Company.		
5	To give a general mandate to the Directors for share repurchases by the Company.		
6	To give a general mandate to the Directors for issue of shares.		
7	To approve the addition of repurchased securities to the share issue general mandate stated under Resolution No. 6.		

Member's signature(s): \_\_\_\_\_ Proxy's specimen signature: \_\_\_\_\_

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2013 No. of shares held: \_\_\_\_\_

Notes:

1. Full name(s) and address(es) of the member(s) completing this form should be inserted in **Block Capitals** in the space provided.
2. A member is entitled to appoint one or two proxies of his/her own choice. A proxy need not be a member of the Company.
3. Insert in **Block Capitals** the name(s) and address(es) of the proxy or proxies desired in the space provided. **Any alteration to this form of proxy must be initialled by the member(s) who sign(s) it.** A corporation may execute a form of proxy under the hand of a duly authorised officer.
4. **Important: if you wish your proxy to vote for a particular resolution, place a "✓" in the appropriate box under "For". If you wish your proxy to vote against a particular resolution, place a "✓" in the appropriate box under "Against".** If this proxy form is returned to the Company without properly indicating how the proxy shall vote on any particular matter, the proxy shall be entitled to exercise his/her discretion as to whether he/she votes in respect of the relevant matter and if so how.
5. To be valid, this form of proxy must be completed and deposited at the registered office of the Company, 23rd Floor, Wheelock House, 20 Pedder Street, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time appointed for holding the Meeting.