



### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 28/2/2014

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Wheelock and Company Limited

Date Submitted 5th March, 2014

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code : 0020 Description : Ordinary Shares

|                                     | No. of ordinary<br>shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
|-------------------------------------|---------------------------|----------------------------------|-------------------------------------------------|
| Balance at close of preceding month | <u>2,800,000,000</u>      | <u>HK\$0.50</u>                  | <u>HK\$1,400,000,000</u>                        |
| Increase/(decrease)                 | <u>Nil</u>                |                                  | <u>Nil</u>                                      |
| Balance at close of the month       | <u>2,800,000,000</u>      | <u>HK\$0.50</u>                  | <u>HK\$1,400,000,000</u>                        |

(2) Stock code : N/A Description : \_\_\_\_\_

|                                     | No. of ordinary<br>shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
|-------------------------------------|---------------------------|----------------------------------|-------------------------------------------------|
| Balance at close of preceding month | _____                     | _____                            | _____                                           |
| Increase/(decrease)                 | _____                     |                                  | _____                                           |
| Balance at close of the month       | _____                     | _____                            | _____                                           |

## 2. Preference Shares

|                                     |                          |                                        |                                                       |  |
|-------------------------------------|--------------------------|----------------------------------------|-------------------------------------------------------|--|
| Stock code :                        | <u>N/A</u>               | Description :                          | <u></u>                                               |  |
|                                     | No. of preference shares | Par value<br>( <i>State currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |  |
| Balance at close of preceding month | <u></u>                  | <u></u>                                | <u></u>                                               |  |
| Increase/(decrease)                 | <u></u>                  |                                        | <u></u>                                               |  |
| Balance at close of the month       | <u></u>                  | <u></u>                                | <u></u>                                               |  |

## 3. Other Classes of Shares

|                                     |                                |                                        |                                                       |  |
|-------------------------------------|--------------------------------|----------------------------------------|-------------------------------------------------------|--|
| Stock code :                        | <u>N/A</u>                     | Description :                          | <u></u>                                               |  |
|                                     | No. of other classes of shares | Par value<br>( <i>State currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |  |
| Balance at close of preceding month | <u></u>                        | <u></u>                                | <u></u>                                               |  |
| Increase/(decrease)                 | <u></u>                        |                                        | <u></u>                                               |  |
| Balance at close of the month       | <u></u>                        | <u></u>                                | <u></u>                                               |  |

Total authorised share capital at the end of the month (*State currency*) :

HK\$1,400,000,000

## II. Movements in Issued Share Capital

|                                       | No. of ordinary shares |     | No of preference shares | No. of other classes of shares |
|---------------------------------------|------------------------|-----|-------------------------|--------------------------------|
|                                       | (1)                    | (2) |                         |                                |
| Balance at close of preceding month   | 2,031,849,287          | N/A | N/A                     | N/A                            |
| Increase/ (decrease) during the month | Nil                    | N/A | N/A                     | N/A                            |
| Balance at close of the month         | 2,031,849,287          | N/A | N/A                     | N/A                            |

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month |           |           |        | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----------------------------------------------------------------------------------------------------------|---------------------------|-----------|-----------|--------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
|                                                                                                          | Granted                   | Exercised | Cancelled | Lapsed |                                                                      |                                                                                           |
| 1. Share Option Scheme adopted on 09/06/2011<br>(Exercise price: HK\$39.98 per share)                    |                           |           |           |        |                                                                      |                                                                                           |
| Ordinary shares<br>(Note 1)                                                                              | Nil                       | Nil       | Nil       | Nil    | Nil                                                                  | 2,500,000                                                                                 |
| 2. N/A                                                                                                   |                           |           |           |        |                                                                      |                                                                                           |
| ( / / )<br>shares<br>(Note 1)                                                                            |                           |           |           |        |                                                                      |                                                                                           |
| 3. N/A                                                                                                   |                           |           |           |        |                                                                      |                                                                                           |
| ( / / )<br>shares<br>(Note 1)                                                                            |                           |           |           |        |                                                                      |                                                                                           |
| Total A. (Ordinary shares)                                                                               |                           |           |           |        | N/A                                                                  |                                                                                           |
| (Preference shares)                                                                                      |                           |           |           |        | N/A                                                                  |                                                                                           |
| (Other class)                                                                                            |                           |           |           |        | N/A                                                                  |                                                                                           |
| Total funds raised during the month from exercise of options (State currency)                            |                           |           |           |        | N/A                                                                  |                                                                                           |

## Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants<br>(Date of expiry - dd/mm/yyyy) | Currency of<br>nominal<br>value | Nominal value at<br>close of<br>preceding month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|----------------------------------------------------------|---------------------------------|-------------------------------------------------|----------------------------------|-------------------------------------------|----------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|
| 1. N/A                                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| (    /    /    )                                         |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Stock code (if listed)                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Subscription price                                       |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (    /    /    )                                |                                  |                                           |                                                                                        |                                                                                                                |
| 2. N/A                                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| (    /    /    )                                         |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Stock code (if listed)                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Subscription price                                       |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (    /    /    )                                |                                  |                                           |                                                                                        |                                                                                                                |
| 3. N/A                                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| (    /    /    )                                         |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Stock code (if listed)                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Subscription price                                       |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (    /    /    )                                |                                  |                                           |                                                                                        |                                                                                                                |
| 4. N/A                                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| (    /    /    )                                         |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Stock code (if listed)                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Subscription price                                       |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (    /    /    )                                |                                  |                                           |                                                                                        |                                                                                                                |
| Total B.                                                 |                                 |                                                 |                                  |                                           | (Ordinary shares)                                                                      | N/A                                                                                                            |
|                                                          |                                 |                                                 |                                  |                                           | (Preference shares)                                                                    | N/A                                                                                                            |
|                                                          |                                 |                                                 |                                  |                                           | (Other class)                                                                          | N/A                                                                                                            |

## Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description                          | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|------------------------------------------------|--------------------------------|------------------------------------|----------------------------|------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 1. N/A                                         |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Stock code (if listed)                         |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Subscription price                             |                                |                                    |                            |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                            |                              |                                                                      |                                                                                           |
| 2. N/A                                         |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Stock code (if listed)                         |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Subscription price                             |                                |                                    |                            |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                            |                              |                                                                      |                                                                                           |
| 3. N/A                                         |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Stock code (if listed)                         |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Subscription price                             |                                |                                    |                            |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                            |                              |                                                                      |                                                                                           |
| 4. N/A                                         |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Stock code (if listed)                         |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Subscription price                             |                                |                                    |                            |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                            |                              |                                                                      |                                                                                           |
| Total C. (Ordinary shares)                     |                                |                                    |                            |                              | N/A                                                                  |                                                                                           |
| (Preference shares)                            |                                |                                    |                            |                              | N/A                                                                  |                                                                                           |
| (Other class)                                  |                                |                                    |                            |                              | N/A                                                                  |                                                                                           |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 1. N/A<br><br><br><br>(   /   /   )<br>shares ( <i>Note 1</i> )                                         |                                                                      |                                                                                           |
| 2. N/A<br><br><br><br>(   /   /   )<br>shares ( <i>Note 1</i> )                                         |                                                                      |                                                                                           |
| 3. N/A<br><br><br><br>(   /   /   )<br>shares ( <i>Note 1</i> )                                         |                                                                      |                                                                                           |
| Total D. (Ordinary shares)                                                                              | N/A                                                                  |                                                                                           |
| (Preference shares)                                                                                     | N/A                                                                  |                                                                                           |
| (Other class)                                                                                           | N/A                                                                  |                                                                                           |

## Other Movements in Issued Share Capital

|                 |            |                   |            |                                                                                                                                           | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|-----------------|------------|-------------------|------------|-------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|
| Type of Issue   |            |                   |            |                                                                                                                                           |                                                                                        |                                                                                                                   |
| 1. Rights issue | At price : | State<br>currency | <u>N/A</u> | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment<br>date : (dd/mm/yyyy)<br><br>EGM approval date:<br>(dd/mm/yyyy) | ( / / )<br><br>( / / )                                                                 | <br><br><br><br><br><br><br><br><br><br>                                                                          |
| 2. Open offer   | At price : | State<br>currency | <u>N/A</u> | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment<br>date : (dd/mm/yyyy)<br><br>EGM approval date:<br>(dd/mm/yyyy) | ( / / )<br><br>( / / )                                                                 | <br><br><br><br><br><br><br><br><br><br>                                                                          |
| 3. Placing      | At price : | State<br>currency | <u>N/A</u> | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment<br>date : (dd/mm/yyyy)<br><br>EGM approval date:<br>(dd/mm/yyyy) | ( / / )<br><br>( / / )                                                                 | <br><br><br><br><br><br><br><br><br><br>                                                                          |
| 4. Bonus issue  |            |                   | N/A        | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment<br>date : (dd/mm/yyyy)<br><br>EGM approval date:<br>(dd/mm/yyyy) | ( / / )<br><br>( / / )                                                                 | <br><br><br><br><br><br><br><br><br><br>                                                                          |

|               |                         |                              |            | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto                                                                | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |       |
|---------------|-------------------------|------------------------------|------------|-------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|-------|
| Type of Issue |                         |                              |            |                                                                                                                                                       |                                                                                                                   |       |
| 5.            | Scrip dividend          | At price : State<br>currency | <u>N/A</u> | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment<br>date : (dd/mm/yyyy) ( / / )<br>EGM approval date:<br>(dd/mm/yyyy) ( / / ) | _____                                                                                                             | _____ |
| 6.            | Repurchase of<br>shares |                              | N/A        | Class of shares _____<br>repurchased <i>(Note 1)</i><br>Cancellation date : ( / / )<br>(dd/mm/yyyy)<br>EGM approval date: ( / / )<br>(dd/mm/yyyy)     | _____                                                                                                             | _____ |
| 7.            | Redemption of<br>shares |                              | N/A        | Class of shares _____<br>redeemed <i>(Note 1)</i><br>Redemption date : ( / / )<br>(dd/mm/yyyy)<br>EGM approval date: ( / / )<br>(dd/mm/yyyy)          | _____                                                                                                             | _____ |
| 8.            | Consideration issue     | At price : State<br>currency | <u>N/A</u> | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment<br>date : (dd/mm/yyyy) ( / / )<br>EGM approval date:<br>(dd/mm/yyyy) ( / / ) | _____                                                                                                             | _____ |



|                            |                           |     |                                            | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----------------------------|---------------------------|-----|--------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| Type of Issue              |                           |     |                                            |                                                                      |                                                                                           |
| 9. Capital reorganisation  | N/A                       |     | Class of shares issuable _____<br>(Note 1) |                                                                      |                                                                                           |
|                            |                           |     | Issue and allotment date : (dd/mm/yyyy)    | ( / / )                                                              |                                                                                           |
|                            |                           |     | EGM approval date: (dd/mm/yyyy)            | ( / / )                                                              |                                                                                           |
| 10. Other (Please specify) | At price : State currency | N/A | Class of shares issuable _____<br>(Note 1) |                                                                      |                                                                                           |
|                            |                           |     | Issue and allotment date : (dd/mm/yyyy)    | ( / / )                                                              |                                                                                           |
|                            |                           |     | EGM approval date: (dd/mm/yyyy)            | ( / / )                                                              |                                                                                           |
| Total E.                   |                           |     |                                            | (Ordinary shares)                                                    | N/A                                                                                       |
|                            |                           |     |                                            | (Preference shares)                                                  | N/A                                                                                       |
|                            |                           |     |                                            | (Other class)                                                        | N/A                                                                                       |

|                                                                                                                  |     |     |
|------------------------------------------------------------------------------------------------------------------|-----|-----|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                          | (1) | Nil |
|                                                                                                                  | (2) | N/A |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):                        |     | N/A |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):                  |     | N/A |
| (These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").) |     |     |

Remarks (if any):

---

---

---

---

---

---

---

---

---

---

---

Submitted by: Wilson W. S. Chan

Title: Company Secretary  
(Director, Secretary or other duly authorised officer)

---

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*