

IMPORTANT

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WHEELOCK

Founded 1857

WHEELOCK AND COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

Stock Code: 20

Directors:

Mr. Douglas C. K. Woo (*Chairman & Managing Director*)

Mr. Peter K. C. Woo, *GBM, GBS, JP* (*Senior Director*)

Mr. Stephen T. H. Ng (*Deputy Chairman*)

Mr. Stewart C. K. Leung (*Vice Chairman*)

Mr. Paul Y. C. Tsui (*Executive Director & Group Chief Financial Officer*)

Mr. Tak Hay Chau, *GBS**

Mrs. Mignonne Cheng

Mr. Winston K. W. Leong*

Mr. Alan H. Smith, *JP**

Mr. Richard Y. S. Tang, *BBS, JP**

Mr. Kenneth W. S. Ting, *SBS, JP**

Ms. Nancy S. L. Tse, *JP**

Mr. Ricky K. Y. Wong

Mr. Glenn S. Yee*

Registered Office:

23rd Floor,
Wheelock House,
20 Pedder Street,
Hong Kong

(Independent Non-executive Directors)*

30 April 2014

To the Shareholders

Dear Sir or Madam,

**RE-ELECTION OF DIRECTORS
PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION
GENERAL MANDATES FOR REPURCHASE AND ISSUE OF SHARES
NOTICE OF ANNUAL GENERAL MEETING**

- (1) The purpose of this Circular is to provide you with the information in connection with the resolutions to be proposed at the forthcoming annual general meeting of Wheelock and Company

Limited (the “**Company**”; together with its subsidiaries, the “**Group**”) to be held on 10 June 2014 (the “**AGM**”) to, *inter alia*, (i) re-elect retiring directors of the Company; (ii) adopt a revised set of articles of association (the “**New Articles**”) to substitute the existing Articles of Association of the Company; and (iii) grant general mandates to repurchase shares and to issue new shares of the Company.

- (2) Six directors of the Company (the “**Directors**”), namely, Mr. Douglas C. K. Woo, Mr. Winston K. W. Leong, Mr. Kenneth W. S. Ting, Ms. Nancy S. L. Tse, Mr. Ricky K. Y. Wong and Mr. Glenn S. Yee (the “**Retiring Directors**”), will retire from the board of Directors (the “**Board**”) and are proposed to be re-elected at the AGM. The Retiring Directors do not have any fixed term of service with the Company. Therefore, after re-election at the AGM, they will continue to be Directors for an unspecified term but subject to retirement from the Board at annual general meetings of the Company on the lapse of two or three years. So far as the Directors are aware, save as disclosed below, (i) as at 23 April 2014 (being the latest practicable date for determining the relevant information in this Circular) (the “**Latest Practicable Date**”), none of the Retiring Directors had any interest (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”) in the securities of the Company; (ii) none of the Retiring Directors held, nor in the past three years held, any directorship in any listed public company or held any other major appointments or qualifications; (iii) none of the Retiring Directors had any relationship with any other Directors, senior management or any substantial or controlling shareholders of the Company; and (iv) in relation to the proposed re-election of the Retiring Directors, there is no information which is discloseable and none of the Retiring Directors is/was involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), and there is no other matter which needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

Set out below is relevant information relating to the Retiring Directors proposed to be re-elected at the AGM:

Mr. Douglas Chun Kuen WOO, aged 35, was appointed a Director and the Managing Director of the Company in July 2013. He became Chairman in January 2014. He also serves as a member and chairman of the Company’s Nomination Committee as well as a member of the Company’s Remuneration Committee. He is vice chairman and managing director of Wheelock Properties Limited (“**WPL**”), the Group’s Hong Kong property development arm and also a director of certain other subsidiaries of the Company. He currently serves as a member of the Twelfth Beijing Municipal Committee of the Chinese People’s Political Consultative Conference (“**CPPCC**”) of the People’s Republic of China, a director of The Real Estate Developers Association of Hong Kong (“**REDA**”) and a member of The Hong Kong General Chamber of Commerce (“**HKGCC**”) Economic Policy Committee.

Mr. Woo studied at Winchester College in the UK and graduated from Princeton University in the US with a degree in Architecture. He earned a Master of Business Administration degree (EMBA Program) awarded jointly by The HKUST Business School and The Kellogg School of Management of Northwestern University in 2010. Prior to joining the Group in 2005, Mr. Woo worked at UBS Real Estate Corporate Finance and UBS Triton Fund and focused primarily in asset acquisitions and management. He also worked at Hamptons International.

Mr. Douglas C. K. Woo is the son of two substantial shareholders of the Company, namely, Mr. Peter K. C. Woo, who also serves on the Board as Senior Director, and Mrs. Bessie P. Y. Woo.

As at the Latest Practicable Date, Mr. Woo had interests (within the meaning of Part XV of the SFO) in share options to subscribe for 3,000,000 new shares of the Company. Mr. Woo, as the Chairman of the Company effective from 1 January 2014, receives from the Company a Chairman's fee at such rate as approved by the Shareholders from time to time, currently being HK\$150,000 per annum. Under the existing service contract between the Group and Mr. Woo, the total amount of his emolument, inclusive of basic salary and various allowances etc., is approximately HK\$5.44 million per annum. In addition, a discretionary bonus is normally payable to Mr. Woo with the amount of such bonus to be fixed unilaterally by the employer in each year. The amount of the emolument payable to Mr. Woo is determined by reference to the range of remuneration package normally granted by employers in Hong Kong to a senior executive of comparable calibre and job responsibilities.

Mr. Winston Kwok Wai LEONG, aged 54, has been an Independent Non-executive Director ("INED") of the Company since October 2013. He holds a Bachelor of Arts degree in economics and law from the University of Cambridge and a Bachelor of Laws degree from the University of British Columbia. He qualified to practise law in England & Wales, New York State and the Province of British Columbia, Canada, before working in investment banking and then management of private equity funds for investment in the Asia Pacific region. During the course of his career, he has worked in London, Vancouver, New York as well as Hong Kong. Mr. Leong is currently a director of various private business enterprises, and a member of the Court of The Hong Kong University of Science and Technology.

Mr. Leong receives from the Company a Director's fee at such rate as approved by the Shareholders from time to time, currently being HK\$100,000 per annum. The relevant fee(s) payable to him is/are determined by reference to the level of fee normally payable by a listed company in Hong Kong to a director, including an INED. He has no service contract with the Group and therefore he receives no emolument from the Group other than the abovementioned Director's fee.

Mr. Kenneth Woo Shou TING, SBS, JP, aged 71, has been an INED of the Company since 2003. He also serves as a member and the chairman of the Company's Audit Committee and Remuneration Committee as well as a member of the Company's Nomination Committee. Mr. Ting is also the chairman of publicly listed Kader Holdings Company Limited and of Kader Industrial Company Limited. He was appointed as an INED of publicly listed Cheuk Nang (Holdings) Limited in November 2012. Mr. Ting currently serves as the honorary president of HK Wuxi Trade Association Limited, the Federation of Hong Kong Industries, the Chinese Manufacturers' Association of Hong Kong and the Toys Manufacturers' Association of Hong Kong Limited, and also the Honorary Life President of Hong Kong Plastics Manufacturers' Association Limited.

Mr. Ting also serves as a member of a number of other trade organizations and public committees such as HKGCC. He is also a Life Honorary Court member of The Hong Kong University of Science and Technology Court. Furthermore, he is a member of the Jiangsu Provincial Committee of the CPPCC.

Mr. Ting receives from the Company a Director's fee and an Audit Committee member's fee at such rates as approved by the Shareholders from time to time, currently being HK\$100,000 and HK\$50,000 per annum respectively. The relevant fee(s) payable to him is/are determined by reference to the level of fee normally payable by a listed company in Hong Kong to a director, including an INED. He has no service contract with the Group and therefore he receives no emolument from the Group other than the abovementioned Director's fee and Audit Committee member's fee.

Mr. Ting has served as an INED of the Company for more than nine years. Notwithstanding such a long continuous period of his holding office as an INED, given that he has confirmed in writing to the Company of his independence with reference to various matters set out in Rule 3.13 of the Listing Rules, the Board is satisfied with his independence and believes he is still independent. Furthermore, given the extensive knowledge and experience of Mr. Ting, the Board believes that his re-election is in the best interests of the Company and its Shareholders and therefore he should be re-elected. Pursuant to Code Provision A.4.3 of the Corporate Governance Code set out in Appendix 14 of the Listing Rules, such re-election will be subject to a separate resolution to be approved by the Shareholders at the AGM.

Ms. Nancy Sau Ling TSE, JP, *FCPA (HKICPA), CPA, CA (Canada)*, aged 61, has been an INED of the Company since October 2013. She obtained her Bachelor of Arts (Honours) degree in Mathematics and Master of Business Administration degree in Finance/Accounting from the University of California, Los Angeles, United States; and qualified as Chartered Accountant in Toronto, Canada. She was the Chief Financial Officer and Director (Finance and Information Technology Services) of the Hong Kong Hospital Authority (“HA”) until her retirement at the end of August 2013. Ms. Tse joined the HA in 1991 when it was established. She is a Trustee of the HA Provident Fund Scheme, and an Adjunct Professor of The Jockey Club School of Public Health and Primary Care of The Chinese University of Hong Kong. She also serves as a member of the Audit Committee of The University of Hong Kong and a member of Elderly Services Committee of Chi Lin Nunnery.

Ms. Tse receives from the Company a Director's fee at such rate as approved by the Shareholders from time to time, currently being HK\$100,000 per annum. The relevant fee(s) payable to her is/are determined by reference to the level of fee normally payable by a listed company in Hong Kong to a director, including an INED. She has no service contract with the Group and therefore she receives no emolument from the Group other than the abovementioned Director's fee.

Mr. Ricky Kwong Yiu WONG, aged 49, has been a Director of the Company since 2010. He joined the Group in 1989 and is currently the managing director of WPL and Wheelock Properties (Hong Kong) Limited, as well as a director of certain other subsidiaries of the Company, and is presently responsible for overseeing the property development and related business of the Group in Hong Kong. Mr. Wong also serves as the vice chairman of the Real Estate and Infrastructure Committee of HKGCC and a member of the Legal Sub-committee of REDA. He is also a director

of Hong Kong Green Building Council, general committee member of the Employers' Federation of Hong Kong, a member of External Affairs and Public Concerns Committee and fellow member of Royal Institution of Chartered Surveyors.

In February 2013, he was appointed as an associate member of the Hong Kong Special Administrative Region – Central Policy Unit of which he was a part-time member for years 2009 and 2010. Mr. Wong has also been appointed as a co-opted member of the Hong Kong Diploma of Secondary Education Examination (HKDSE) – Applied Learning Subject Committee of the Hong Kong Examinations and Assessment Authority from April 2013 to August 2015. Mr. Wong graduated from University of Wisconsin in the United States with a Master Degree in Business Administration.

As at the Latest Practicable Date, Mr. Wong had interests (within the meaning of Part XV of the SFO) in share options to subscribe for 3,000,000 new shares of the Company. Mr. Wong receives from the Company a Director's fee at such rate as approved by the Shareholders from time to time, currently being HK\$100,000 per annum. Under the existing service contract between the Group and Mr. Wong, the total amount of his emolument, inclusive of basic salary and various allowances etc., is approximately HK\$3.99 million per annum. In addition, a discretionary bonus is normally payable to Mr. Wong with the amount of such bonus to be fixed unilaterally by the employer in each year. The amount of the emolument payable to Mr. Wong is determined by reference to the range of remuneration package normally granted by employers in Hong Kong to a senior executive of comparable calibre and job responsibilities.

Mr. Glenn Sekkemn YEE, aged 63, has been an INED of the Company since 2010. He also serves as a member of the Company's Audit Committee. Mr. Yee is the founder, managing director and chairman of Pacific Can China Holdings Limited, which is one of the leading beverage can manufacturers in China. Mr. Yee obtained a B.S. in Mechanical Engineering from Worcester Polytechnic Institute (“**WPI**”) in Massachusetts, and an MBA degree from Columbia University in New York. He started his career in General Electric Company in New York and later on joined Continental Can Company in Stamford, Connecticut. Mr. Yee held senior positions in Marketing and Finance areas and was made managing director of Continental Can Hong Kong Ltd. in 1988. He resigned in 1991 and subsequently started Pacific Can. Mr. Yee is a member of the Board of Trustees at WPI.

Mr. Yee receives from the Company a Director's fee and an Audit Committee member's fee at such rates as approved by the Shareholders from time to time, currently being HK\$100,000 and HK\$50,000 per annum respectively. The relevant fee(s) payable to him is/are determined by reference to the level of fee normally payable by a listed company in Hong Kong to a director, including an INED. He has no service contract with the Group and therefore he receives no emolument from the Group other than the abovementioned Director's fee and Audit Committee member's fee.

- (3) The new Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**New CO**”) came into effect on 3 March 2014 (replacing the previous Companies Ordinance (Chapter 32 of the Laws of Hong Kong, now entitled Companies (Winding Up and Miscellaneous Provisions) Ordinance) (the “**Previous CO**”). It is proposed that the New Articles be adopted by the Company to substitute the existing Articles of Association of the Company (the “**Articles**”) mainly for the

purpose of keeping in line with the New CO and for enhancement of clarity and flexibility. Amendments have also been made in the New Articles to bring the Articles more up-to-date and in line with the Listing Rules and current corporate practices and circumstances.

Major amendments to the Articles to bring them in line with the New CO include the following:

- (i) Under the New CO, the memorandum of association of a company is regarded as abolished and all conditions contained therein which were in force immediately prior to the commencement of the New CO are regarded as provisions of the articles of association of the company, except the condition relating to the amount of capital of the company and its division into shares of a fixed amount are deemed deleted under the New CO. Relevant conditions or information in the Memorandum of Association to be retained as part of the New Articles will be included expressly in the New Articles rather than solely relying on the deeming provisions under the New CO. Provisions contained in the Memorandum of Association of the Company regarding the name of the Company, the Registered Office of the Company, the liability of the members being limited and the share capital of the Company will be extracted, updated and incorporated as provisions of the New Articles as appropriate.

In addition, the “objects” clauses of a company incorporated under the Previous CO are contained in its memorandum of association and set out the scope of activities the company has the power to undertake. Under the New CO, a company’s “objects” are unrestricted unless its articles of association provide otherwise. In line with the New CO, the “objects” clauses in the existing Memorandum of Association will be eliminated and will not be included in the New Articles.

- (ii) The New CO adopts a mandatory system of no-par for shares of all companies and retires the concept of par value of all shares. Under the New CO, share premium and capital redemption reserve would become part of the share capital of a company. The New Articles have been extensively revised in order to align with the New CO, including provisions which related to authorized capital, par or nominal value, share premium and capital redemption reserve.
- (iii) The New Articles provide that the Company can redenominate its capital to another currency with the sanction of an ordinary resolution in alignment with the New CO.
- (iv) The New Articles authorise the Directors to determine, subject to the provisions of the New Articles, the New CO and the Listing Rules, the terms, conditions and manner of redemption of any preference shares, as permitted under the New CO. The requirement for any issuance of preference shares to be sanctioned by a special resolution is removed as it is not required under the New CO.
- (v) As the New CO has removed the power of companies to issue share warrants to bearers, the New Articles have been revised accordingly.
- (vi) The New Articles contain revised provisions regarding alteration of capital in line with the New CO.

- (vii) Articles regarding conversion of shares into stock have been removed in the New Articles, in line with the abolition of the power of a company to convert shares into stock under the New CO.
- (viii) In line with the New CO, the New Articles provide that the Company may call any general meeting (other than an annual general meeting) including one called for the passing of a special resolution by giving at least 14 days' notice to Shareholders, while the existing Articles required not less than 21 days' notice for a meeting called for the passing of a special resolution.
- (ix) The New Articles provide that a general meeting may be held at more than one location using electronic technology, in line with the New CO.
- (x) The New Articles reduce the threshold requirement for members to demand a poll from 10% to 5% of the total voting rights in order to align with the New CO.
- (xi) The New Articles reflect the changes introduced in the New CO in relation to the disclosure by directors of their and their "connected entities" (as defined in the New CO) material interests in any contract, arrangement, transaction or proposed contract, arrangement or transaction with the Company. Relevant amendments are also made in respect of the restrictions on directors' voting rights on board resolutions approving the aforesaid transactions. The New Articles also require Directors to adhere to the procedures regarding declaration of material interests under the New CO.
- (xii) The New Articles provide that any allotment of shares under a scrip dividend scheme shall be subject to members' approval pursuant to Section 141 of the New CO.
- (xiii) The New Articles include administrative changes which are in line with the New CO, including revising the time for delivery of instruments of proxy and termination of appointment thereof to the Company and revising the mode and timing for serving notices to members of the Company.

Given that there have been various amendments to the Listing Rules and changes in the corporate practices and circumstances of the Company subsequent to the last major and comprehensive revision of the Articles effected in 1987, it is proposed that the Company takes this opportunity to bring the Articles more up-to-date and in line with the Listing Rules and current corporate practices and circumstances, as well as to make housekeeping changes. Major amendments in this connection include:

- (a) Under the New Articles, the maximum period within which a person can receive new share certificates in the case of a transfer has been shortened.
- (b) The New Articles include expressed provisions regarding untraceable shareholders.
- (c) The New Articles no longer stipulate a maximum number of Directors, whereas the existing Articles stipulate the maximum number to be 18.
- (d) The New Articles expressly provide, *inter alia*, that every Director shall be subject to retirement at an annual general meeting at least once every three years, which is in line with

the Listing Rules. The New Articles no longer exempt the Chairman of the Board and Directors appointed to hold executive offices from retirement by rotation, which is also for keeping in line with the Listing Rules requiring every Director, including the Chairman and executive directors to retire at least once every three years.

- (e) The existing Articles provide that a member (other than the person to be proposed) may propose a candidate for election as a Director at a general meeting by notice to the Company. Under the New Articles, such notice must be signed by at least 50 members or by one or more member(s) together holding not less than 2.5% of the total voting rights of all members, being the same threshold as that required for members to request circulation of resolution for annual general meeting under the New CO.

Details of the proposed amendments to the existing Articles are set out in Appendix I to this Circular.

The proposed adoption of the New Articles will be subject to the approval of the Shareholders by way of a special resolution at the AGM.

- (4) At the annual general meeting of the Company held on 7 June 2013, ordinary resolutions were passed giving general mandates to the Directors (i) to repurchase shares of the Company on the Stock Exchange representing up to 10% of the issued share capital of the Company as at 7 June 2013; and (ii) to allot, issue and otherwise deal with shares up to a limit equal to (a) 20% of the shares of the Company in issue as at 7 June 2013, plus (b) (authorised by a separate ordinary resolution as required by the Listing Rules) the number of any shares repurchased by the Company.

These general mandates will lapse at the conclusion of the AGM, unless renewed at that meeting. As such, resolutions will be proposed at the AGM to renew the mandates mentioned above with appropriate amendments to the terms of the mandates. An explanatory statement as required under the Listing Rules to provide the requisite information in connection with the proposed repurchase mandate is set out in Appendix II to this Circular.

- (5) Notice of the AGM is set out on pages 25 to 28 of this Circular. A form of proxy for use at the AGM is enclosed herein. Whether or not you intend to be present at the AGM or any adjournment thereof, you are requested to complete the form of proxy and return it to the registered office of the Company in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the holding of the AGM or any adjournment thereof. Completion of the form of proxy and its return to the Company will not preclude you from attending, and voting at, the AGM or any adjournment thereof if you so wish.
- (6) The Directors believe that the proposed resolutions in relation to the re-election of the Retiring Directors, the adoption of the New Articles to replace the existing Articles of Association of the Company, and the general mandates in respect of the repurchase and issue of shares to be put forward at the AGM are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend you to vote in favour of all the relevant resolutions to be proposed at the AGM.

Yours faithfully,
Douglas C. K. Woo
Chairman & Managing Director

APPENDIX I

PROPOSED AMENDMENTS TO THE EXISTING ARTICLES

This appendix contains the proposed amendments (“**Proposed Amendments**”) to the Articles of Association as a result of the adoption of the New Articles to replace the existing Articles of Association of the Company.

- (1) Renumbering various Articles (including wheresoever being referenced to in any other provisions in the Articles) as necessitated by the Proposed Amendments.
- (2) Deleting Article 1 in its entirety and the heading ‘Table A’ immediately before that Article and substituting therefor the following:

‘Model Articles

1. The regulations in Schedule 1 (Model Articles for Public Companies Limited by Shares) to the Companies (Model Articles) Notice (L.N. 77 of 2013) and any re-enactment thereof shall not apply to the Company, and the Articles contained herein shall be the Articles of Association of the Company.’
- (3) Inserting a new definition ‘connected entity’ in Article 2 as follows:

“‘connected entity” shall refer to an entity connected with a Director as contemplated under the Ordinance;’
- (4) Deleting the words ‘Chapter 32 of the Laws of Hong Kong’ in the definition of ‘the Ordinance’ in Article 2 and substituting therefor the words ‘Chapter 622 of the Laws of Hong Kong’.
- (5) Adding immediately after the heading ‘Share Capital and Modification of Rights’ (which appears immediately before existing Article 3 before renumbering) the following new Articles:
 - ‘6. Subject to the Ordinance, the Company is at liberty to increase the capital either in Hong Kong Dollar or in any other currency or partly in one currency and partly in another or more currencies. The Company is at liberty to redenominate its capital to another currency with the sanction of an ordinary resolution.
 7. The Company is at liberty to issue any new shares either in Hong Kong Dollar or in any other currency or partly in one currency and partly in another currency or partly in one currency and partly in other currencies, and with any preferential, deferred, qualified or special rights, privileges or conditions attached thereto. The rights for the time being attached thereto may be altered or dealt with in accordance with the Articles but not otherwise.’
- (6) Deleting the words ‘, with the sanction of a special resolution,’ in the second sentence of Article 9 (being existing Article 4 before renumbering), and adding to the end of that Article the following

sentence: 'Subject to the aforesaid, the Ordinance and the Listing Rules, the Board may determine the terms, conditions and manner of redemption of the shares.'

- (7) Adding the words 'and the Listing Rules' after the word 'Ordinance' in the first sentence of Article 10 (being existing Article 5 before renumbering) and deleting the second sentence in that Article.
- (8) Revising sub-clause (A) of Article 11 (being existing Article 6 before renumbering) as follows:
 - (a) deleting from the first sentence the words 'Section 64 of';
 - (b) deleting from the first sentence the words 'of not less than three-fourths in nominal value of the issued shares of' and substituting therefor the words 'representing at least seventy-five per cent. of the total voting rights of holders of shares in'; and
 - (c) deleting from the second sentence the words 'in nominal value of the issued shares of' and substituting therefor the words 'of the total voting rights of holders of shares in'.
- (9) Deleting existing Article 7 in its entirety and substituting therefor the following new Article 12:

'12. Subject to the provisions of the Ordinance and of these Articles, the Company may from time to time increase its share capital by ordinary resolution.'
- (10) Deleting the words 'but so that no shares shall be issued at a discount, except in accordance with the provisions of the Ordinance' in Article 14 (being existing Article 9 before renumbering).
- (11) Deleting the words 'and the amount paid thereon' in the first sentence of Article 21 (being existing Article 16 before renumbering).
- (12) Revising the time limit as set out in Article 19 (being existing Article 14 before renumbering) for completing the transfer of shares lodged with the Company from 21 days to 10 business days or within such period as may be permitted under the rules for the time being of The Stock Exchange of Hong Kong Limited and as the Board may from time to time determine.
- (13) Deleting from Article 27 (being existing Article 22 before renumbering) the words '(whether on account of the nominal value of the shares or by way of premium)'.
- (14) Deleting from the first sentence of Article 38 (being existing Article 33 before renumbering) the words ', whether on account of the nominal value of the share and/or by way of premium,'.
- (15) Deleting the words 'and without assigning any reason,' from Article 42 (being existing Article 37 before renumbering).
- (16) Deleting from the second sentence of Article 56 (being existing Article 51 before renumbering) the words 'whether on account of the nominal value of the share or by way of premium,'.

- (17) Deleting from Article 61 (being existing Article 56 before renumbering) the words ‘whether on account of the nominal value of the share or by way of premium,’.
- (18) Adding immediately after Article 62 (being existing Article 57 before renumbering) the following new Article as Article 63 and adding the heading ‘Untraceable Shareholders’ immediately before that Article:

‘Untraceable Shareholders

63. The Company may sell any shares in the Company if:
- (A) all cheques or warrants, being not less than three in total number, for any sum payable in cash to the holder of such shares in respect of them sent during the relevant period in the manner authorized by the Articles of the Company have remained uncashed;
 - (B) so far as it is aware at the end of the relevant period, the Company has not at any time during the relevant period received any indication of the existence of the member who is the holder of such shares or of a person entitled to such shares by death, bankruptcy or operation of law; and
 - (C) the Company has caused an advertisement to be published in one leading English newspaper and one leading Chinese newspaper circulating in Hong Kong giving notice of its intention to sell such shares (which intention shall be notified to The Stock Exchange of Hong Kong Limited also) and a period of three months has elapsed since the date of such advertisement.

For the purpose of the foregoing, the “relevant period” means the period commencing twelve years before the date of publication of the advertisement referred to in paragraph (C) above and ending at the expiry of the period referred to in that paragraph.

To give effect to any such sale the Board may authorise some person to transfer the said shares and an instrument of transfer signed or otherwise executed by or on behalf of such person shall be as effective as if it had been executed by the registered holder or the person entitled by transmission to such shares, and the purchaser shall not be bound to see to the application of the purchase moneys nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale. The net proceeds of the sale will belong to the Company and upon receipt by the Company of such net proceeds it shall become indebted to the former member for an amount equal to such net proceeds. No trust shall be created in respect of such debt and no interest shall be payable in respect of it and the Company shall not be required to account for any moneys earned from the net proceeds which may be employed in the business of the Company or as it thinks fit. Any sale under this Article shall be valid and effective notwithstanding that the member holding the shares sold is dead, bankrupt or otherwise under any legal disability or incapacity.

Without prejudice to the rights of the Company, the Company may cease sending such cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed for two consecutive occasions. However, the Company may exercise the power to cease sending cheques for dividend entitlements or dividend warrants after the first occasion on which such a cheque or warrant is returned undelivered.’

- (19) Deleting existing Articles 58 to 61 and the relevant heading, which relate to the conversion of shares into stock, in their entireties.
- (20) Deleting existing Article 62 (regarding alteration of capital) in its entirety and substituting therefor the following new Article 64:
- ‘64. (A) The Company may from time to time by ordinary resolution alter its share capital in any one or more of the ways set out in Section 170 of the Ordinance.
- (B) The Company may by special resolution reduce its share capital in any manner authorized and subject to any conditions prescribed by law.’
- (21) Deleting from Article 65 (being existing Article 63 before renumbering) the following words ‘; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held at such time and place as the Board shall appoint’.
- (22) Deleting existing Article 64 in its entirety and substituting therefor the following new Article 66:
- ‘66. The annual general meeting shall be held at such time and place as the Board shall appoint and not more than six months after the end of the Company’s accounting reference period as defined in the Ordinance.’
- (23) Deleting existing Article 65 in its entirety and substituting therefor the following new Article 67:
- ‘67. The Board may, whenever it thinks fit, convene a general meeting other than an annual general meeting, and general meetings shall also be convened on requisition, as provided by the Ordinance, or, in default, may be convened by the requisitionists.’
- (24) Revising Article 68 (being existing Article 66 before renumbering) as follows:
- (a) deleting from the first sentence the words ‘and a meeting called for the passing of a special resolution shall be called by’ and substituting therefor the words ‘shall be called by at least’;
- (b) deleting from the second sentence the words ‘and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to’ and substituting therefor the words ‘and shall specify the place (and if the meeting is to be held at two or more places by using any technology that enables the members who are not together at the same place to listen, speak and vote at the meeting) places, the day and the hour of meeting and, the general nature of the business to be dealt with at the meeting, and shall be given, in manner hereinafter

mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to the Auditors and'; and

- (c) deleting from sub-clause (ii) the words 'in nominal value of the shares giving that right', and substituting therefor the words 'of the total voting rights at the meeting of all the members'.
- (25) Deleting existing Article 68, which relates to special businesses and business of annual general meeting, in its entirety.
- (26) Adding the words 'but the absence of a quorum shall not preclude the appointment, choice or election of a Chairman which shall not be treated as part of the business of the meeting' immediately after the words 'the business' at the end of the second sentence of Article 70 (being existing Article 69 before renumbering).
- (27) Deleting sub-clauses (iii) and (iv) of Article 75 (being existing Article 74 before renumbering) in their entireties and substituting therefor the following:
 - '(iii) by any member or members present in person or by proxy and representing not less than five per cent. of the total voting rights of all the members having the right to vote at the meeting.'
- (28) Deleting at the beginning of Article 80 (being existing Article 79 before renumbering) the word 'A' and substituting therefor the words 'Subject to the provisions of the Ordinance, a'.
- (29) Deleting from Article 81 (being existing Article 80 before renumbering) the words '(being an individual)' and 'or (being a corporation) is present by a representative duly authorised under Section 115 of the Ordinance'.
- (30) Adding (a) the words '(in the case of a poll taken more than forty-eight hours after it was demanded) not less than twenty-four hours before the time appointed for the taking of the' immediately after the words 'for holding the meeting or adjourned meeting or' in the first sentence of Article 89 (being existing Article 87 before renumbering) and (b) the words 'In calculating the notice periods set out above, no account is to be taken of any part of a day that is a public holiday.' at the end of the Article.
- (31) Adding the words 'demand or join in demanding a poll and to' immediately after the words 'deemed to confer authority upon the proxy to' in Article 91 (being existing Article 89 before renumbering).
- (32) Deleting existing Article 90 in its entirety and substituting therefor the following new Article 92:
 - '92. A vote given or poll demanded in accordance with the terms of an instrument of proxy or power of attorney or by the duly authorised representative of a corporation shall be valid notwithstanding the previous revocation of the proxy (other than a deemed revocation as provided in Article 89), death or insanity of the principal, or revocation of the power of attorney or other authority or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its Registered Office, or at such other

place as is referred to in Article 89, at least two hours before the commencement of the meeting or adjourned meeting at which the proxy is used or (in the case of a poll taken more than forty-eight hours after it was demanded) not less than two hours before the time appointed for the taking of the poll. In calculating the notice periods set out above, no account is to be taken of any part of a day that is a public holiday.’

- (33) Adding the words ‘or its nominee(s)’ immediately after the word ‘SFO’ and also adding the words ‘or proxy(ies)’ immediately after the word ‘representative(s)’ in Article 94 (being existing Article 91A before renumbering).
- (34) Deleting existing Article 93 in its entirety and adding the following new Article 96 immediately after the heading ‘Board of Directors’ which appears immediately after Article 95 (being existing Article 92 before renumbering):
- ‘96. Unless otherwise determined by an ordinary resolution of the members of the Company and subject to applicable laws, the number of Directors shall be not less than two.’
- (35) Deleting from Article 97 (being existing Article 94 before renumbering) the words ‘provided that the total number of Directors in office following any such appointment must not exceed the maximum number provided in Article 93’ and ‘annual’.
- (36) Deleting at the beginning of Article 102 (being existing Article 99 before renumbering) the word ‘The’, and substituting therefor the words ‘Subject to the provisions of the Ordinance, the Listing Rules and these Articles, the’.
- (37) Adding the words ‘subject to compliance with any requirements under the provisions of the Ordinance, the Listing Rules and these Articles’ immediately after the word ‘decide’ in the first sentence of Article 103 (being existing Article 100 before renumbering). Deleting the word ‘. Provided’ immediately after the words ‘remuneration as a Director’ in the second sentence of that Article 103 and substituting therefor the word ‘, provided’.
- (38) Deleting from Article 104(A)(vii) (being existing Article 101(A)(vii) before renumbering) the words ‘a special’ and substituting therefor the words ‘an ordinary’.
- (39) Deleting existing Articles 102 and 103 in their entireties and adding the following new Articles 105 and 106 immediately after Article 104 (being existing Article 101 before renumbering):
- ‘105. (A) If a Director or an entity connected with the Director is in any way (directly or indirectly) materially interested in a contract, arrangement, transaction or proposed contract, arrangement or transaction with the Company that is significant in relation to the Company’s business, the Director must declare the nature and extent of the Director’s or the entity’s interest to the other Directors in accordance with Section 536 of the Ordinance and any applicable requirements under the Listing Rules.

- (B) (i) Subject to the provisions of the Ordinance:
- (a) a Director may hold any other office or place of profit with the Company (except that of the Auditors) in conjunction with his office of Director for such period and upon such terms as the Board may determine and may be paid such extra remuneration therefor (whether by way of salary, commission, participation in profits or otherwise) as the Board may determine and such extra remuneration shall be in addition to any remuneration provided for by or pursuant to any other Article;
 - (b) no Director or intended Director shall be disqualified by the office of such Director from contracting with the Company either with regard to the tenure of the other office or place of profit mentioned in paragraph (B)(i)(a) above, or as vendor, purchaser or otherwise;
 - (c) nor shall any contract mentioned in paragraph (B)(i)(b) above or any contract or arrangement or transaction entered into by or on behalf of the Company in which any Director is in any way interested be liable to be avoided;
 - (d) nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement or transaction by reason only of such Director holding that office or the fiduciary relationship thereby established,

PROVIDED THAT such Director has declared the nature and extent of his interest (and/or, where applicable, the interest of an entity connected with him) in such contract or arrangement or transaction to the other Directors in accordance with Section 536 of the Ordinance and any applicable requirements under the Listing Rules.

- (ii) A Director shall not vote on any board resolution approving any contract or arrangement or transaction or proposed contract or arrangement or transaction in which he or any of his associates or connected entities is/are in any way (directly or indirectly) materially interested, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum for the resolution, but neither of these prohibitions shall apply to:
- (a) any contract or arrangement or transaction or proposed contract or arrangement or transaction for giving any Director or his associate(s) or his connected entity(ies) any security or indemnity in respect of money lent by him or any of them or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; and/or

- (b) any contract or arrangement or transaction or proposed contract or arrangement or transaction for the giving by the Company of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) or his connected entity(ies) has/have himself/themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security; and/or
- (c) any contract or arrangement or transaction or proposed contract or arrangement or transaction concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase which the Director or his associate(s) or his connected entity(ies) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer; and/or
- (d) subject to the Listing Rules and applicable laws, any contract or arrangement or transaction or proposed contract or arrangement or transaction concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his associate(s) or his connected entity(ies) is/are beneficially interested in shares of that company, provided that the Director and any of his associates are not in aggregate beneficially interested in five per cent. or more of the issued shares of any class of such company (or of any third company through which his interest or that of his associate(s) is derived) or of the voting rights; and/or
- (e) any contract or arrangement or proposed contract or arrangement concerning the benefit of employees of the Company or its subsidiaries including:
 - (aa) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his associates may benefit; or
 - (bb) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, his associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or his associate(s) or his connected entity(ies), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and/or

- (f) any contract or arrangement or transaction or proposed contract or arrangement or transaction in which the Director or his associate(s) or his connected entity(ies) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.
- (iii) Any Director may continue to be or become a director, senior managing director, managing director, joint managing director, deputy managing director, executive director, manager or other officer or member of any other company in which the Company may be interested and (unless otherwise agreed) no such Director shall be accountable for any remuneration or other benefits received by him as a director, senior managing director, managing director, joint managing director, deputy managing director, executive director, manager or other officer or member of any such other company. The Directors may exercise the voting powers conferred by the shares in any other company held or owned by the Company, or exercisable by them as directors of such other company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors, senior managing directors, managing directors, joint managing directors, deputy managing directors, executive directors, managers or other officer of such company) and any Director may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be, or be about to be, appointed a director, senior managing director, managing director, joint managing director, deputy managing director, executive director, manager or other officer of such a company, and that as such he is or may become interested in the exercise of such voting rights in manner aforesaid.
- (C) Subject to the Ordinance, a Director of the Company may be or become a director of any company promoted by the Company or in which it may be interested as a vendor, shareholder or otherwise and no such Director shall be accountable for any benefits received as a director or member of such company.
- (D) Any Director may act by himself or by his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as the Auditors to the Company.

Rotation of Directors

- 106. (A) At each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third), who are not Directors in respect of whom the provisions of Article 97 apply, shall retire from office provided that every Director shall be subject to

retirement at an annual general meeting at least once every three years. The Directors so to retire at any annual general meeting shall include so far as possible any Director who wishes to retire and not offer himself for re-election. In the event of the total number of Directors so to retire being less than one-third, the further Directors, to the extent of the total number being nearest to but not less than one-third, so to retire shall be those of the other Directors who have been longest in office since their last re-election or appointment, but as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless otherwise determined by the Chairman (if any) of the Directors or, failing which, by agreement between such persons) be determined by lot. A retiring Director shall be eligible for re-election.

(B) Subject to the provisions of Article 109, the Company at any general meeting at which any Directors retire in manner aforesaid may fill any or all of the vacated offices by electing a like or lesser number of persons to be Directors.'

- (40) Moving the words 'and shall' immediately before the words ', if willing' to immediately after the words 'if willing,' in Article 107 (being existing Article 104 before renumbering).
- (41) Deleting from Article 108 (being existing Article 105 before renumbering) the words 'provided that the total number of Directors in office following any such appointment must not exceed the maximum number provided in Article 93'.
- (42) Deleting from Article 109 (being existing Article 106 before renumbering) the words 'a member (other than the person to be proposed)' and substituting therefor the words 'at least fifty members or member(s) holding not less than 2.5 per cent. of the total voting rights of all members'.
- (43) Deleting from sub-clause (D) in Article 117 (being existing Article 114 before renumbering) the words 'shall not, whilst he continues to hold that office, be subject to retirement by rotation but he shall otherwise be subject to the same provisions as to resignation and removal as the other Directors of the Company. He'.
- (44) Deleting from Article 120 (being existing Article 117 before renumbering) the words 'Article 115 shall not, whilst he continues to hold that office, be subject to retirement by rotation but he shall otherwise be subject to the same provisions as to resignation and removal as the other Directors of the Company. He' and substituting therefor the words 'Article 118'.
- (45) Deleting from sub-clause (B)(i) of Article 123 (being existing Article 120 before renumbering) the words 'par or at such premium' and substituting therefor the words 'such consideration'.
- (46) Adding the words 'and resolutions in writing of any such committee' immediately after the word 'members' and substituting the words 'and proceedings of the Board' with the words ', proceedings and resolutions in writing of the Board' in Article 133 (being existing Article 130 before renumbering).

(47) Deleting from Article 139 (being existing Article 136) the words ‘If the Secretary appointed is a corporation or other body, it may act and sign by the hand of any one or more of its directors or officers duly authorised.’.

(48) Deleting existing Article 137 in its entirety and substituting therefor the following new Article 140:

‘140. The Secretary shall ordinarily reside in Hong Kong.’

(49) Deleting from Article 147(A) (being existing Article 144(A) before renumbering) the words ‘; provided that for the purpose of this Article, any amount standing to the credit of share premium account may only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid up shares’.

(50) Deleting existing Article 145, which relates to effect of capitalization on warrants, in its entirety.

(51) Revising Article 152 (being existing Article 150 before renumbering) as follows:

(a) Revising sub-paragraph (d) of each of paragraphs (i) and (ii) of sub-clause (A) as follows:

(i) deleting the words ‘share premium and’;

(ii) deleting the words ‘a sum equal to the aggregate nominal amount of shares to be allotted on such basis’ and substituting therefor the words ‘an appropriate sum’.

(b) Adding the words ‘Any allotment of shares pursuant to paragraph (A) of this Article shall be subject to members’ approval pursuant to Section 141 of the Ordinance.’ at the beginning of sub-clause (B).

(52) Revising and updating various terminology in Articles 163 to 166 and Article 169 (being existing Articles 161 to 164 and Article 167 respectively before renumbering) and the relevant heading as follows:

Terms in existing Articles

Terms in New Articles

‘accounts’

‘accounting records’/‘financial statements’

‘books of account’/‘accounts and books’/‘account or book’

‘accounting records’

‘statement of account(s)’

‘financial statement’

- (53) Revising Article 166 (being existing Article 164 before renumbering) as follows:
- (a) deleting from sub-clause (A) the words ‘profit and loss accounts, balance sheets, group accounts (if any)’ and substituting therefor the words ‘financial statements’;
 - (b) deleting from sub-clause (B) the words ‘Every balance sheet of the Company shall be signed pursuant to the provisions of the Ordinance, and a copy of every balance sheet (including any such document(s) which under the applicable provisions of the Ordinance are required to be annexed thereto) and profit and loss account, the full version of which is’ and substituting therefor the words ‘Every statement of financial position of the Company shall be signed pursuant to the provisions of the Ordinance, and a copy of the financial statements (including any such document(s) which under the applicable provisions of the Ordinance are required to be annexed thereto) which are’.
- (54) Deleting from sub-clause (A) of Article 170 (being existing Article 168 before renumbering) the words ‘, or (in the case of a notice) by advertisement “published in the newspaper” as defined in the Listing Rules’ and substituting therefor the words ‘. In the case of a notice by advertisement, such advertisement may be “published in the newspaper” as defined in the Listing Rules’.
- (55) Deleting existing Article 169 in its entirety and substituting therefor the following new Article 171:
- ‘171. Subject to the Ordinance and the Listing Rules:
- (A) where a notice or document is sent through the post to any member, such notice or document shall be sent to such member at his address as appearing in the Register. No member shall be entitled to require the Company to serve notices on him or send documents to him by any other means or to any other address other than the address as shown for the time being in the Register save and unless otherwise provided herein, the Ordinance or as may at any time and from time to time be so arranged by the Company with the written consent of the relevant member pursuant to applicable laws and the Listing Rules. If the Company is unable to obtain an address of the member as aforesaid, any notice or document may be sent to such member at his address last known to the Company in accordance with applicable laws and the Listing Rules; and
 - (B) where a notice or document is sent or made available to any member in electronic form (other than by way of publication on the Company’s website and computer network), it shall be transmitted to the electronic address or computer network or website supplied by him to the Company for the giving of notice or delivery of document from the Company to him to the extent permitted by, and in accordance with, applicable laws and the Listing Rules.’

(56) Deleting existing Article 170 in its entirety and substituting therefor the following new Article 172:

‘172. Subject to the Ordinance and the Listing Rules:

- (A) any notice or document if sent by post by the Company shall be deemed to have been served on the second business day after that on which the envelope or wrapper containing the same is posted in Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and posted and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so pre-paid, addressed and posted shall be conclusive evidence thereof;
- (B) any notice or document if sent or otherwise made available by the Company by electronic means or in electronic form (including where applicable by way of publication on the Company’s website or computer network) shall be deemed to have been duly sent or made available at the time of transmission or as the case may be at the time when notice of publication on the Company’s website or computer network is given to the recipient; and in proving such transmission, publication or the giving of notice thereof, a certificate in writing signed by the Secretary or other person appointed by the Board as to the act and time of such transmission, publication or the giving of notice thereof, shall be conclusive evidence thereof; and
- (C) any notice or document if delivered personally by the Company shall be deemed to have been served at the time when the notice or document is delivered.’

(57) Deleting from the beginning of Article 173 (being existing Article 171 before renumbering) the word ‘A’ and substituting therefor the words ‘Subject to the Ordinance and the Listing Rules, a’.

(58) Deleting from the beginning of Article 174 (being existing Article 172 before renumbering) the word ‘Any’ and substituting therefor the words ‘Subject to the Ordinance and the Listing Rules, any’.

(59) Deleting from the beginning of Article 175 (being existing Article 173 before renumbering) the word ‘Any’ and substituting therefor the words ‘Subject to the Ordinance and the Listing Rules, any’.

(60) Deleting from Article 180 (being existing Article 177 before renumbering) the word ‘Ordinance’ and substituting therefor the words ‘Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong)’.

- (61) Revising Article 182 (being existing Article 179 before renumbering) as follows:
 - (a) deleting sub-clause (A) of Article 182 (being existing Article 179 before renumbering) in its entirety and substituting therefor the following:
 - ‘(A) Subject to the provisions of and so far as may be permitted under the Ordinance and applicable laws, but without prejudice to any indemnity to which he may be otherwise entitled, every Director, Secretary or other officer and the Auditors of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution and/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office.’
 - (b) deleting the words ‘Section 165 of ’ in sub-clause (B).
- (62) Extracting, updating and incorporating provisions in the Memorandum of Association of the Company regarding the Company name, Registered Office, members’ liability, initial share capital and initial shareholdings of the subscribers of the Company as provisions of the New Articles as appropriate.
- (63) Substituting various existing references to sections of the Previous CO with new references to the New CO as follows:

<u>Existing references to the Previous CO</u>	<u>New references to the New CO</u>
Section 57A	Section 179
Section 57B	Sections 140 and 141
Section 69	Sections 151 and 158
Section 73A	Section 126
Section 99	Section 632
Section 115	Sections 606, 607 and 623

APPENDIX II

EXPLANATORY STATEMENT

The following is the Explanatory Statement required to be sent to the Shareholders under the Listing Rules which provides requisite information in connection with the proposed general mandate for repurchase of shares and also constitutes the Memorandum required under Section 239 of the New CO. References in this Statement to “**Share(s)**” mean ordinary share(s) of the Company:

- (i) It is proposed that the general repurchase mandate will authorise the repurchase by the Company of up to 10% of the Shares in issue at the date of passing the resolution to approve the general repurchase mandate (subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of the resolution). As at 23 April 2014, being the Latest Practicable Date, the number of Shares in issue was 2,031,849,287 Shares. On the basis of such figure (and assuming no new Shares will be issued and no Share will be repurchased after the Latest Practicable Date and up to the date of passing such resolution), exercise in full of the general repurchase mandate would result in the repurchase by the Company of up to 203,184,928 Shares.
- (ii) The Directors believe that the general authority from the Shareholders to enable repurchase of Shares is in the best interests of the Company and the Shareholders. Repurchases may, depending on the circumstances and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share. The Directors are seeking the grant of a general mandate to repurchase Shares to give the Company the flexibility to do so if and when appropriate. The number(s) of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.
- (iii) The funds required for any repurchase would be derived from the distributable profits of the Company legally available for such purpose in accordance with the Company’s constitutive documents and the applicable laws of Hong Kong.
- (iv) There could be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent audited financial statements for the year ended 31 December 2013 being forwarded to the Shareholders together with this Circular) in the event that the general repurchase mandate were exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the general repurchase mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing level which in the opinion of the Directors is from time to time appropriate for the Company.
- (v) There are no Directors or (to the best of the knowledge of the Directors, having made all reasonable enquiries) any associates (as defined in the Listing Rules) of the Directors who have a present intention, in the event that the general repurchase mandate is granted by the Shareholders, to sell Shares to the Company.

- (vi) The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the general repurchase mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.
- (vii) As at the Latest Practicable Date, as recorded in the register required to be kept by the Company under Part XV of the SFO, Mr. Peter K. C. Woo, the Senior Director of the Company, was interested in more than 50% of the issued share capital of the Company. The Directors are not aware of any consequences which would arise under the Hong Kong Code on Takeovers and Mergers as a consequence of any purchases pursuant to the general repurchase mandate.
- (viii) No purchase has been made by the Company of Shares in the six months prior to the Latest Practicable Date.
- (ix) No connected persons (as defined in the Listing Rules) of the Company have notified the Company of a present intention to sell Shares to the Company and no such persons have undertaken not to sell Shares to the Company in the event that the general repurchase mandate is granted by the Shareholders.
- (x) The highest and lowest prices at which Shares were traded on the Stock Exchange in each of the previous twelve months are as follows:

	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
April 2013	43.80	39.50
May 2013	47.50	42.60
June 2013	43.30	36.15
July 2013	41.75	37.75
August 2013	43.00	38.80
September 2013	42.55	39.50
October 2013	41.20	38.65
November 2013	39.85	37.35
December 2013	38.20	34.80
January 2014	36.95	31.35
February 2014	33.40	30.25
March 2014	31.85	27.65

WHEELOCK AND COMPANY LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of shareholders of Wheelock and Company Limited will be held in the Centenary Room, Ground Floor, Marco Polo Hongkong Hotel, 3 Canton Road, Kowloon, Hong Kong, on Tuesday, 10 June 2014 at 3:30 p.m. for the following purposes:

- (1) To receive and consider the Financial Statements and the Reports of the Directors and Auditors for the financial year ended 31 December 2013.
- (2) To re-elect retiring Directors.
- (3) To appoint Auditors and authorise the Directors to fix their remuneration.

And to consider and, if thought fit, to pass with or without modification the following resolutions:

As a special resolution:

- (4) **“THAT** the Articles of Association of the Company (inclusive of all relevant provisions originally contained in the Memorandum of Association of the Company (including the Objects Clause, namely, Clause 3 thereof) which came to be regarded as provisions embodied in the Articles of Association of the Company under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) upon the commencement thereof) be revised as follows:
 - (a) all existing Objects of the Company set out under the Objects Clause as referred to above be hereby abandoned; and
 - (b) a new set of Articles of Association, in the form of a printed document marked “A” submitted to this Meeting and for the purpose of identification signed by the Chairman thereof, be hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.”

As ordinary resolutions:

- (5) **“THAT:**
 - (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to purchase shares in the capital of the Company, subject to and in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, The Stock Exchange of Hong Kong Limited or of any other stock exchange (as applicable) as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
 - (b) the aggregate number of shares which may be purchased on The Stock Exchange of Hong Kong Limited or any other stock exchange recognised for this purpose by the Securities and

Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate number of ordinary shares of the Company in issue at the date of passing this Resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares after the passing 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 earliest of:
 - (aa) the conclusion of the next Annual General Meeting of the Company;
 - (bb) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and
 - (cc) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.”

(6) “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options, warrants and other securities which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements, options, warrants and other securities which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of share allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (i) any share option or incentive scheme, or (ii) a Rights Issue (as defined below), or (iii) the exercise of rights of subscription or conversion under the terms of any options, warrants or similar rights granted by the Company or any securities which are convertible into shares of the Company, or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company shall not exceed the aggregate of:
 - (aa) 20% of the aggregate number of ordinary shares of the Company in issue at the date of passing this Resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares after the passing of this Resolution); plus
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of shares of the Company repurchased by

the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10% of the aggregate number of ordinary shares of the Company in issue at the date of passing this Resolution) (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares after the passing of this Resolution),

and the said approval shall be limited accordingly; and

(d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

(aa) the conclusion of the next Annual General Meeting of the Company;

(bb) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and

(cc) the revocation or variation of the approval given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means an offer of shares, or an offer or issue of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the Company or by the Directors of the Company to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

- (7) **“THAT** the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue and deal with any additional shares of the Company pursuant to ordinary resolution (6) set out in the notice convening this meeting be and is hereby extended by the addition thereto of a number representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution (5) set out in the notice convening this meeting, provided that such extended number of shares shall not exceed 10% of the aggregate number of ordinary shares of the Company in issue at the date of passing this Resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares after the passing of this Resolution).”

By Order of the Board
Wilson W. S. Chan
Company Secretary

Hong Kong, 30 April 2014

Registered Office:

23rd Floor,
Wheelock House,
20 Pedder Street,
Hong Kong

Notes:

- (a) *A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, in the event of a poll, to vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of that power of attorney or authority) must be deposited at the Company's registered office at 23rd Floor, Wheelock House, 20 Pedder Street, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting or adjourned meeting.*
- (b) *With reference to item (2) above, Mr. Douglas C. K. Woo, Mr. Winston K. W. Leong, Mr. Kenneth W. S. Ting, Ms. Nancy S. L. Tse, Mr. Ricky K. Y. Wong and Mr. Glenn S. Yee will retire from the board of directors of the Company and are proposed to be re-elected at the forthcoming Annual General Meeting.*
- (c) *With reference to the Ordinary Resolution proposed under item (6) above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company pursuant to the mandate to be given thereunder, other than under any share option or incentive scheme from time to time adopted by the Company.*
- (d) *The Register of Members of the Company will be closed from Tuesday, 3 June 2014 to Tuesday, 10 June 2014, both days inclusive, during which period no transfer of shares of the Company can be registered. In order to ascertain shareholders' rights for the purpose of attending and voting at the forthcoming Annual General Meeting, 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, Hong Kong, not later than 4:30 p.m. on Friday, 30 May 2014.*