

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

**For the month ended  
(dd/mm/yyyy) :**

**31/05/2017**

To : Hong Kong Exchanges and Clearing Limited

|                |                              |
|----------------|------------------------------|
| Name of Issuer | Wheelock and Company Limited |
|----------------|------------------------------|

Date Submitted 5th June, 2017

## I. Movements in Authorised Share Capital

## 1. Ordinary Shares

| (1) Stock code : <u>00020</u> Description : <u>N/A</u> |                             |                                            |                                                          |
|--------------------------------------------------------|-----------------------------|--------------------------------------------|----------------------------------------------------------|
|                                                        | No. of ordinary<br>shares   | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month                    | <u>                    </u> | <u>                    </u>                | <u>                    </u>                              |
| Increase/(decrease)                                    | <u>                    </u> | <u>                    </u>                | <u>                    </u>                              |
| Balance at close of the month                          | <u>                    </u> | <u>                    </u>                | <u>                    </u>                              |

  

| (2) Stock code : <u>N/A</u> Description : <u>                                    </u> |                             |                                            |                                                          |
|---------------------------------------------------------------------------------------|-----------------------------|--------------------------------------------|----------------------------------------------------------|
|                                                                                       | No. of ordinary<br>shares   | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month                                                   | <u>                    </u> | <u>                    </u>                | <u>                    </u>                              |
| Increase/(decrease)                                                                   | <u>                    </u> | <u>                    </u>                | <u>                    </u>                              |
| Balance at close of the month                                                         | <u>                    </u> | <u>                    </u>                | <u>                    </u>                              |

## 2. Preference Shares

Stock code : \_\_\_\_\_ N/A \_\_\_\_\_ Description : \_\_\_\_\_

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

### 3. Other Classes of Shares

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

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

N/A

## 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   | <u>2,038,749,287</u>   | <u>N/A</u> | <u>N/A</u>              | <u>N/A</u>                     |
| Increase/ (decrease) during the month | <u>300,000</u>         | <u>N/A</u> | <u>N/A</u>              | <u>N/A</u>                     |
| Balance at close of the month         | <u>2,039,049,287</u>   | <u>N/A</u> | <u>N/A</u>              | <u>N/A</u>                     |

## 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 (Note 1)                                                                                 | <u>Nil</u>                | <u>300,000</u> | <u>Nil</u> | <u>Nil</u> | <u>300,000</u>                                                       | <u>4,300,000</u>                                                                          |
| 2. Share Option Scheme adopted on 09/06/2011<br>(Exercise price: HK\$36.60 per share)                    |                           |                |            |            |                                                                      |                                                                                           |
| Ordinary shares (Note 1)                                                                                 | <u>Nil</u>                | <u>Nil</u>     | <u>Nil</u> | <u>Nil</u> | <u>Nil</u>                                                           | <u>1,000,000</u>                                                                          |
| 3. N/A                                                                                                   |                           |                |            |            |                                                                      |                                                                                           |
| ( / / )                                                                                                  |                           |                |            |            |                                                                      |                                                                                           |
| shares (Note 1)                                                                                          |                           |                |            |            |                                                                      |                                                                                           |
| Total A. (Ordinary shares)                                                                               |                           |                |            |            | <u>300,000</u>                                                       |                                                                                           |
| (Preference shares)                                                                                      |                           |                |            |            | <u>N/A</u>                                                           |                                                                                           |
| (Other class)                                                                                            |                           |                |            |            | <u>N/A</u>                                                           |                                                                                           |
| Total funds raised during the month from exercise of options (State currency)                            |                           |                |            |            | <u>HK\$11,994,000.00</u>                                             |                                                                                           |

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

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

## Other Movements in Issued Share Capital

| Type of Issue   |            |                |            |                                                                                                                                                | 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. Rights issue | At price : | State currency | <u>N/A</u> | Class of shares issuable ( <i>Note 1</i> ) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____                                                                | _____                                                                                     |
| 2. Open offer   | At price : | State currency | <u>N/A</u> | Class of shares issuable ( <i>Note 1</i> ) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____                                                                | _____                                                                                     |
| 3. Placing      | At price : | State currency | <u>N/A</u> | Class of shares issuable ( <i>Note 1</i> ) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____                                                                | _____                                                                                     |
| 4. Bonus issue  |            |                | <u>N/A</u> | Class of shares issuable ( <i>Note 1</i> ) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____                                                                | _____                                                                                     |

| Type of Issue           |            |                |            |                                                                                                                                                | 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 |
|-------------------------|------------|----------------|------------|------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 5. Scrip dividend       | At price : | State currency | <u>N/A</u> | Class of shares issuable ( <i>Note 1</i> ) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____                                                                | _____                                                                                     |
| 6. Repurchase of shares |            |                | <u>N/A</u> | Class of shares repurchased ( <i>Note 1</i> ) _____<br>Cancellation date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / )     | _____                                                                | _____                                                                                     |
| 7. Redemption of shares |            |                | <u>N/A</u> | Class of shares redeemed ( <i>Note 1</i> ) _____<br>Redemption date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / )          | _____                                                                | _____                                                                                     |
| 8. Consideration issue  | At price : | State currency | <u>N/A</u> | Class of shares issuable ( <i>Note 1</i> ) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____                                                                | _____                                                                                     |

| Type of Issue              |                                      |                                                                                                                                   | 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 |
|----------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 9. Capital reorganisation  | <u>N/A</u>                           | Class of shares issuable (Note 1) _____<br>Issue and allotment date : (dd/mm/yyyy) _____<br>EGM approval date: (dd/mm/yyyy) _____ |                                                                      |                                                                                           |
| 10. Other (Please specify) | At price : State currency <u>N/A</u> | Class of shares issuable (Note 1) _____<br>Issue and allotment date : (dd/mm/yyyy) _____<br>EGM approval date: (dd/mm/yyyy) _____ |                                                                      |                                                                                           |
| Total E. (Ordinary shares) |                                      |                                                                                                                                   | <u>N/A</u>                                                           |                                                                                           |
| (Preference shares)        |                                      |                                                                                                                                   | <u>N/A</u>                                                           |                                                                                           |
| (Other class)              |                                      |                                                                                                                                   | <u>N/A</u>                                                           |                                                                                           |

|                                                                                                                         |     |         |
|-------------------------------------------------------------------------------------------------------------------------|-----|---------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                                 | (1) | 300,000 |
|                                                                                                                         | (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     |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> |     |         |

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.*