



WHEELOCK

Founded 1857

WHEELOCK AND COMPANY LIMITED

Stock Code: 20

Form of Proxy for Annual General Meeting

I/We¹, _____ of _____, being a member of **Wheelock and Company Limited** (the “Company”), hereby appoint³ _____ of _____, or failing him/her, _____ of _____

_____, as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 14 May 2019 and at any adjournment thereof. The proxy will vote on the proposed resolutions in respect of the undermentioned matters as indicated below:

| | | For ⁴ | Against ⁴ |
|---|---|------------------|----------------------|
| 1 | To adopt the Financial Statements and the Reports of the Directors and Independent Auditor for the financial year ended 31 December 2018. | | |
| 2 | (a) To re-elect Mr. Stephen T. H. Ng, a retiring Director, as a Director. | | |
| | (b) To re-elect Mr. Tak Hay Chau, a retiring Director, as a Director. | | |
| | (c) To re-elect Mrs. Mignonne Cheng, a retiring Director, as a Director. | | |
| | (d) To re-elect Mr. Alan H. Smith, a retiring Director, as a Director. | | |
| | (e) To re-elect Mr. Kenneth W. S. Ting, a retiring Director, as a Director. | | |
| 3 | To re-appoint KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration. | | |
| 4 | (a) To approve an increase in the rate of fee payable to the Chairman of the Company. | | |
| | (b) To approve an increase in the rate of fee payable to each of the Directors (other than the Chairman) of the Company. | | |
| | (c) To approve an increase in the rate of fee payable to each of the members of the Company’s Audit Committee (all being Directors of the Company). | | |
| 5 | To give a general mandate to the Directors for buy-back of shares by the Company. | | |
| 6 | To give a general mandate to the Directors for issue of shares. | | |
| 7 | To approve the addition of bought back shares to the share issue general mandate stated under Resolution No. 6. | | |

Member’s signature(s): _____ Proxy’s specimen signature: _____

Signed this _____ day of _____ 2019 No. of shares held: _____

Notes:

- Full name(s) and address(es) of the member(s) completing this form should be inserted in **Block Capitals** in the space provided.
- A member is entitled to appoint one or more proxies of his/her own choice. A proxy need not be a member of the Company.
- Insert in **Block Capitals** the name(s) and address(es) of the proxy or proxies desired in the space provided. **Any alteration to this form of proxy must be initialled by the member(s) who sign(s) it.** A corporation may execute a form of proxy under the hand of a duly authorised officer.
- Important: if you wish your proxy to vote for a particular resolution, place a “✓” in the appropriate box under “For”. If you wish your proxy to vote against a particular resolution, place a “✓” in the appropriate box under “Against”.** If this proxy form is returned to the Company without properly indicating how the proxy shall vote on any particular matter, the proxy shall be entitled to exercise his/her discretion as to whether he/she votes in respect of the relevant matter and if so how.
- To be valid, this form of proxy must be completed and deposited at the registered office of the Company, 23rd Floor, Wheelock House, 20 Pedder Street, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time appointed for holding the Meeting. In calculating the 48 hours mentioned above, no account is to be taken of any public holiday(s) (including Sunday) or any part thereof.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of the name(s) and address(es) of yourself and your proxy(ies) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and/or your voting instructions for the Annual General Meeting of the Company (the “Purposes”). We may transfer such data provided by you to our Share Registrar and agent(s) for the Purposes or such other parties who are authorised by law to request the information. The data will be retained for such period as may be necessary for our verification and record purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be made in writing to the Personal Data Privacy Officer of Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.