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WHEELOCK AND COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

Stock Code: 20

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 16 JUNE 2020

At the Annual General Meeting of Wheelock and Company Limited (the “Company”) held on 16 June 2020 (“AGM”), a poll was demanded by the Chairman for voting on all the proposed resolutions as set out in the Notice of AGM dated 21 May 2020.

As at the date of AGM, the total number of issued shares of the Company was 2,052,849,287, which was the total number of shares entitling the holders to attend and vote for or against the resolutions at the AGM. There is no restriction on any shareholders casting votes on any of the resolutions at the AGM.

The Company’s share registrars, namely, Tricor Tengis Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking. Set out below are the poll results in respect of the respective resolutions put to the vote at the AGM:

Ordinary Resolutions		No. of Shares Voted (%)	
		For	Against
1	To adopt the Financial Statements and the Reports of the Directors and Independent Auditor for the financial year ended 31 December 2019.	1,883,936,475 (99.91%)	1,730,958 (0.09%)
2	(a) To re-elect Mr. Douglas C. K. Woo, a retiring Director, as a Director.	1,831,083,489 (97.09%)	54,909,733 (2.91%)
	(b) To re-elect Mr. Ricky K.Y. Wong, a retiring Director, as a Director.	1,879,923,923 (99.70%)	5,731,589 (0.30%)
	(c) To re-elect Mr. Horace W. C. Lee, a retiring Director, as a Director.	1,879,923,923 (99.70%)	5,731,589 (0.30%)
	(d) To re-elect Mr. Winston K. W. Leong, a retiring Director, as a Director.	1,881,966,265 (99.80%)	3,689,247 (0.20%)
	(e) To re-elect Mr. Richard Y. S. Tang, a retiring Director, as a Director.	1,862,253,072 (98.76%)	23,400,440 (1.24%)
	(f) To re-elect Dr. Glenn S. Yee, a retiring Director, as a Director.	1,881,587,265 (99.78%)	4,068,247 (0.22%)
3	To re-appoint KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration.	1,883,988,784 (99.89%)	2,005,438 (0.11%)
4	To give a general mandate to the Directors for buy-back of shares by the Company.	1,883,232,833 (99.86%)	2,698,520 (0.14%)
5	To give a general mandate to the Directors for issue of shares.	1,758,675,603 (93.25%)	127,253,750 (6.75%)
6	To approve the addition of bought back shares to the share issue general mandate stated under Resolution No. 5.	1,759,722,690 (93.32%)	126,061,532 (6.68%)
Special Resolution			
7	To approve the scheme of arrangement dated 21 May 2020 (the “Scheme”) between the Company and the Scheme Shareholders (as defined in the Scheme), for the purpose of giving effect to the Scheme; to approve (i) the reduction of the share capital of the Company, (ii) the increase in the share capital of the Company and (iii) the issue and allotment of new shares in the capital of the Company to Admiral Power Holdings Limited; to approve the withdrawal of listing of shares in the capital of the Company on The Stock Exchange of Hong Kong Limited, subject to the Scheme taking effect; and to authorise the directors of the Company to do all acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme.	1,883,358,722 (99.87%)	2,392,500 (0.13%)

On the basis of the votes set out above, Resolutions (1) to (6) were duly passed as Ordinary Resolutions and Resolution (7) was duly passed as a Special Resolution, which was approved (by way of poll) by a majority of at least 75% of the votes cast by the Shareholders present and voting in person or by proxy at the AGM.

For **WHEELOCK AND COMPANY LIMITED**

Wilson W. S. Chan

Company Secretary

Hong Kong, 16 June 2020

As at the date of this announcement, the Board of Directors of the Company comprises Mr. Douglas C. K. Woo, Mr. Stephen T. H. Ng, Mr. Stewart C. K. Leung, Mr. Paul Y. C. Tsui, Mr. Ricky K. Y. Wong, Mr. Horace W. C. Lee and Mrs. Mignonne Cheng, together with seven Independent Non-executive Directors, namely, Mr. Tak Hay Chau, Mr. Winston K. W. Leong, Mr. Alan H. Smith, Mr. Richard Y. S. Tang, Mr. Kenneth W. S. Ting, Ms. Nancy S. L. Tse and Dr. Glenn S. Yee.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.