

## 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. 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. Ricky K. Y. Wong

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. Glenn S. Yee\*

*(\* Independent Non-executive Directors)*

*Registered Office:*

23rd Floor,

Wheelock House,

20 Pedder Street,

Hong Kong

13 April 2016

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES FOR BUY-BACK AND ISSUE OF SHARES,  
RE-ELECTION OF DIRECTORS AND  
NOTICE OF ANNUAL GENERAL MEETING**

- (1) The purpose of this Circular is to provide you with the information in connection with the ordinary 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 16 May 2016 (the “**AGM**”) to, *inter alia*, (i) grant general mandates to buy back shares and to issue new shares of the Company; and (ii) re-elect retiring directors of the Company.

- (2) At the annual general meeting of the Company held on 19 May 2015, ordinary resolutions were passed giving general mandates to the directors of the Company (the “**Directors**”) (i) to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) representing up to 10% of the number of issued shares of the Company as at 19 May 2015; and (ii) to allot, issue and deal with shares of the Company subject to a restriction that the aggregate number of shares allotted or agreed to be allotted must not exceed the aggregate of (a) 20% of the number of shares of the Company in issue as at 19 May 2015, and (b) (authorised by a separate ordinary resolution as required by the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”)) the number of any shares bought back by the Company since the granting of the general mandate for issue of shares.

Pursuant to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the Listing Rules, 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. An explanatory statement as required under the Listing Rules to provide the requisite information in connection with the proposed buy-back mandate is set out in the Appendix to this Circular.

- (3) Five Directors, namely, Mr. Stephen T. H. Ng, Mrs. Mignonne Cheng, Mr. Winston K. W. Leong, Mr. Alan H. Smith and Ms. Nancy S. L. Tse (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 6 April 2016 (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 Listing Rules, 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. Stephen Tin Hoi NG**, aged 63, has been a Director of the Company since 1988 and became Deputy Chairman in 1995. He is chairman and managing director of The Wharf (Holdings) Limited, the major publicly listed subsidiary of the Company. Among various other subsidiaries of

the Company of which he serves as a director, he is chairman of three publicly listed subsidiaries of the Company, namely, Harbour Centre Development Limited, i-CABLE Communications Limited and Wheelock Properties (Singapore) Limited. Furthermore, he is chairman of publicly listed Joyce Boutique Holdings Limited, and a non-executive director of Hotel Properties Limited (a publicly listed associate of the Company). He formerly served as a non-executive director of Greentown China Holdings Limited (a company publicly listed in Hong Kong) until his resignation effective 27 March 2015.

Mr. Ng was born in Hong Kong in 1952 and grew up in Hong Kong. He attended Ripon College in Ripon, Wisconsin, USA and the University of Bonn, Germany, from 1971 to 1975, and graduated with a major in mathematics. He is the deputy chairman of the Hong Kong General Chamber of Commerce and a council member of the Employers' Federation of Hong Kong.

As at the Latest Practicable Date, Mr. Ng had interests (within the meaning of Part XV of the SFO) in 300,000 ordinary shares of the Company. Mr. Ng receives from the Company a Director'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. Ng, the total amount of his emolument, inclusive of basic salary and various allowances etc., is approximately HK\$7.82 million per annum. In addition, a discretionary bonus is normally payable to Mr. Ng with the amount of such bonus to be fixed unilaterally by the employer in each year. The amount of the emolument payable to Mr. Ng 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.

**Mrs. Mignonne CHENG**, aged 69, has been a Non-executive Director of the Company since 2012. Mrs. Cheng, a seasoned banker, has amassed over 35 years of experience in the financial sector with over 25 years in senior management positions in corporate and commercial banking as well as investment banking. She joined BNP Paribas in 1990 and has held various senior positions in BNP Paribas group in the past 25 years. Mrs. Cheng is currently the chairman and chief executive officer of BNP Paribas Wealth Management for Asia Pacific and a member of the executive committee of BNP Paribas Wealth Management, since the appointment in 2010.

Prior to joining BNP Paribas, Mrs. Cheng was with Chase Manhattan Bank Hong Kong Branch for 18 years, where she took up various positions both on the control and on the operational sides. Mrs. Cheng was a member of the Banking Advisory Committee chaired by The Honourable John Tsang, Financial Secretary of the Government of Hong Kong Special Administrative Region (“**HKSAR**”), and also served as a member of The Consultative Committee of the Basic Law of the HKSAR between 1985 and 1989 when the Basic Law was being drafted.

In October 2006, Mrs. Cheng was granted the “Top 100 Outstanding Women in Greater China Award” by The Chinese Women Entrepreneurs Association. In October 2007, Mrs. Cheng was decorated “Chevalier de l'Ordre National du Mérite”, a French national award, and subsequently “Chevalier de l'Ordre de la Légion d'Honneur” in May 2012. In August 2011, Mrs. Cheng was honored as Top 20 Women in Finance by FinanceAsia.

Mrs. Cheng receives from the Company a Director's fee at such rate as approved by the Shareholders from time to time, currently being HK\$150,000 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 Independent Non-executive Director (“**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. Winston Kwok Wai LEONG**, aged 56, has been an INED of the Company since 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.

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\$150,000 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. Alan Howard SMITH, JP**, aged 72, has been an INED of the Company since 2012. He also serves as a member and chairman of the Company’s Audit Committee, and a member of the Company’s Nomination Committee and Remuneration Committee. He was the vice chairman, Pacific Region, of Credit Suisse First Boston (“**CSFB**”), a leading global investment bank from 1997 until he retired in December 2001. Prior to joining CSFB, he was chief executive of the Jardine Fleming group from 1983 to 1994 and was chairman of the Jardine Fleming group from 1994 to 1996. Mr. Smith has over 27 years of investment banking experience in Asia. He was elected a council member of the Stock Exchange on two occasions. He was a member of the Economic Advisory Committee of the Government of HKSAR, and had for 10 years been a member of the Hong Kong Government’s Standing Committee on Company Law Reform. He has been a trustee of the Hospital Authority Provident Fund Scheme from 2002 to 2014.

Mr. Smith graduated with an LLB (Honours) degree from Bristol University, England in 1964, and was admitted as a solicitor in England in 1967 and in Hong Kong in 1970. Mr. Smith is also a director of Genting Hong Kong Limited and Guangdong Land Holdings Limited, which are listed on the Stock Exchange; and Noble Group Limited, which is listed on the Singapore Exchange Securities Trading Limited. He is also a director of American Indochina Resorts Limited, a private company incorporated in the British Virgin Islands which owns Nam Hai Resort in Danang, Vietnam.

Mr. Smith was a director of Crown International Corporation Limited (formerly known as VXL Capital Limited), which is listed on the Stock Exchange, until he resigned from the office with effect from 27 May 2014.

Furthermore, Mr. Smith was a director of The Jardine Fleming Group Limited (“**JF**”) from 1975 to 1996. In 1984, the Monetary Authority of Singapore withdrew approval for a Singapore subsidiary of JF to operate as a merchant bank; and in 1996, the Securities and Futures Commission (“**SFC**”) issued a public reprimand to a subsidiary of JF for breaches of the Code of Conduct issued by the SFC. In neither case was Mr. Smith personally censured or reprimanded by the SFC.

Mr. Smith 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\$150,000 and HK\$75,000 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.

**Ms. Nancy Sau Ling TSE, JP, FCPA (HKICPA), CPA, CA (Canada)**, aged 63, has been an INED of the Company since 2013. She also serves as a member of the Company's Audit Committee. Ms. Tse is currently an INED of Link Asset Management Limited (formerly known as "The Link Management Limited") (as manager of Link Real Estate Investment Trust (formerly known as "The Link Real Estate Investment Trust"), a publicly listed company in Hong Kong) and DBS Bank (Hong Kong) Limited. 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. She joined the HA in 1991 when it was established. She is 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 Audit Committee of The University of Hong Kong and sits on the boards and committees of a number of other charitable organisations and non-government organisations.

Ms. Tse 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\$150,000 and HK\$75,000 per annum respectively. 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 and Audit Committee member's fee.

- (4) Notice of the AGM is set out on pages 8 to 10 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 (exclusive of any part of a day that is a public holiday) 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.
- (5) The Directors believe that the proposed resolutions in relation to the general mandates in respect of the buy-back and issue of shares, and the re-election of the Retiring Directors 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

### 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 buy-back of shares and also constitutes the Memorandum required under Section 239 of the Companies Ordinance. References in this Statement to “Share(s)” mean ordinary share(s) of the Company:

- (i) It is proposed that the general buy-back mandate will authorise the buy-back by the Company of up to 10% of the Shares in issue at the date of passing the resolution to approve the general buy-back mandate. As at 6 April 2016, 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 Share will be issued and no Share will be bought back after the Latest Practicable Date and up to the date of passing such resolution), exercise in full of the general buy-back mandate would result in the buy-back by the Company of up to 203,184,928 Shares.
- (ii) The Directors believe that the general authority from the Shareholders to enable buy-back of Shares is in the best interests of the Company and the Shareholders. Buy-backs 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 buy back Shares to give the Company the flexibility to do so if and when appropriate. The number(s) of Shares to be bought back on any occasion and the price and other terms upon which the same are bought back will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.
- (iii) The funds required for any buy-back 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 2015 being forwarded to the Shareholders together with this Circular) in the event that the general buy-back mandate were exercised in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the general buy-back 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 close associates (as defined in the Listing Rules) of the Directors who have a present intention, in the event that the general buy-back 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 buy-back mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

- (vii) If on the exercise of the power to buy back Shares pursuant to the general buy-back mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Hong Kong Code on Takeovers and Mergers (the "**Takeovers Code**"). As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, HSBC Trustee (C. I.) Limited (the "**Trustee**") is deemed to have interest in 995,221,678 Shares representing approximately 48.98% of the issued Shares of the Company. In the event the Directors exercised in full the power to purchase Shares pursuant to the general buy-back mandate and assuming none of the share options of the Company would be exercised, the deemed interest of the Trustee would be increased to approximately 54.42% of the issued Shares of the Company.

In the event that the general buy-back mandate is exercised in full, an obligation to make a general offer to Shareholders under Rules 26 and 32 of the Takeovers Code may arise. The Directors have no present intention to exercise the power to purchase Shares pursuant to the general buy-back mandate to such an extent as to result in takeover obligations. In the event that the general buy-back mandate is exercised in full, the number of Shares held by the public would not fall below 25%.

- (viii) No purchase has been made by the Company of Shares in the six months prior to the Latest Practicable Date.
- (ix) No core 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 buy-back 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:

	<b>Highest</b> (HK\$)	<b>Lowest</b> (HK\$)
April 2015	43.85	39.05
May 2015	46.80	41.75
June 2015	43.00	39.15
July 2015	41.80	37.10
August 2015	40.20	32.60
September 2015	36.30	32.75
October 2015	36.85	33.75
November 2015	37.00	33.00
December 2015	34.20	31.45
January 2016	32.95	27.35
February 2016	31.00	28.00
March 2016	34.70	30.20

## 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 Monday, 16 May 2016 at 3:45 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 2015.
- (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 ordinary resolutions:

- (4) **“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 of the Company 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 under the Code on Share Buy-backs pursuant to the approval in paragraph (a) above shall not exceed 10% of the 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 purpose 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.”
- (5) **“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 shares 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 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 bought back by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10% of the 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 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).”

- (6) “**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 (5) as set out in the notice convening this meeting be and is hereby extended by the addition thereto of such further additional shares as shall represent the aggregate number of shares of the Company bought back by the Company subsequent to the time of passing the said ordinary resolution (5), provided that the number of shares so added shall not exceed 10% of the number of ordinary shares of the Company in issue at the date of passing ordinary resolution (4) as set out in the notice convening this meeting (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 the said ordinary resolution (4)).”

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

Hong Kong, 13 April 2016

*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 (exclusive of any part of a day that is a public holiday) before the time appointed for the holding of the meeting or adjourned meeting.*
- (b) *With reference to item (2) above, Mr. Stephen T. H. Ng, Mrs. Mignonne Cheng, Mr. Winston K. W. Leong, Mr. Alan H. Smith and Ms. Nancy S. L. Tse are proposed to be re-elected at the forthcoming Annual General Meeting.*
- (c) *With reference to the Ordinary Resolution proposed under item (5) 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 Friday, 13 May 2016 to Monday, 16 May 2016, 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 Thursday, 12 May 2016.*
- (e) *If a typhoon or severe tropical storm signal No. 8 or above is in force at 12:00 noon on the date of the Annual General Meeting, the meeting will be postponed or adjourned. The Company will post an announcement on the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.wheelockcompany.com](http://www.wheelockcompany.com)) to notify shareholders of the date, time and venue of the rescheduled meeting.*