

IMPORTANT

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WHEELOCK

Founded 1857

WHEELOCK AND COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

Stock Code: 20

Directors:

Peter K. C. Woo, *GBS, JP (Chairman)*

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

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

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

Alexander S. K. Au, *OBE **

B. M. Chang *

Herald L. F. Lau *

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

Ricky K. Y. Wong

Glenn S. Yee *

Registered Office:

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

(Independent Non-executive Directors)*

27 April 2012

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES FOR REPURCHASE AND ISSUE OF SHARES,
REVISION OF FEES PAYABLE TO DIRECTORS,
RE-ELECTION OF DIRECTORS,
AMENDMENTS TO SHARE OPTION SCHEMES 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 31 May 2012

(the “AGM”) to, *inter alia*, (i) grant the general mandates to repurchase shares and to issue new shares of the Company; (ii) revise the rates of fees payable to the chairman, directors and audit committee members of the Company; (iii) re-elect retiring directors of the Company; and (iv) approve the proposed amendments to the share option scheme of each of the Company and its 50.39%-owned listed subsidiary The Wharf (Holdings) Limited (“Wharf”).

- (2) At the annual general meeting of the Company held on 9 June 2011, ordinary resolutions were passed giving general mandates to the directors of the Company (the “Directors”) (i) to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) of up to 10% of the issued share capital of the Company as at 9 June 2011; 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 9 June 2011, plus (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 repurchased by the Company.

Pursuant to the Companies Ordinance (Chapter 32 of Laws of Hong Kong) (the “Companies Ordinance”) 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 repurchase mandate is set out in the Appendix I to this circular.

- (3) Following a recent review of the level of fees paid or payable to the Directors which was last fixed in 2007, it is now considered appropriate that the rates of fees payable to Directors of the Company be revised with retroactive effect from 1 January 2012. Under such fee revision proposal, the amount of fee payable to: (i) the chairman of the Company (the “Chairman”), originally at the rate of HK\$75,000 per annum, will be increased to HK\$80,000 per annum; (ii) each of the other Directors of the Company, originally at the rate of HK\$60,000 per annum, will be increased to HK\$70,000 per annum; and (iii) each of the members of the Company’s audit committee (the “Audit Committee”), originally at the rate of HK\$20,000 per annum, will be increased to HK\$30,000 per annum. A resolution to give effect to such fee revision and payment will be put forward at the AGM for the purpose of seeking approval from the shareholders of the Company (the “Shareholders”).
- (4) Of those Directors who are due to retire from the board of Directors (the “Board”) at the AGM, Mr. Peter K. C. Woo, Mr. Stewart C. K. Leung, Mr. Paul Y. C. Tsui, Mr. Alexander S. K. Au and Mr. Kenneth W. S. Ting (the “Retiring Directors”) 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 their re-election at the AGM, they will continue to be Directors for an unspecified term but will be 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 20 April 2012 (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 Laws of Hong Kong) (the “SFO”)) in the securities of the Company; (ii) none of the Retiring Directors held, or in the past

three years held, any directorship in any listed public company or held any other major appointments or qualifications; and (iii) none of the Retiring Directors had any relationship with any other Directors, senior management or any substantial or controlling shareholders of the Company. In relation to the proposed re-election of the Retiring Directors, there is no information which is discloseable nor is/was any of the Retiring Directors 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.

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

Mr. Peter Kwong Ching WOO, GBS, JP, aged 65, has resumed the role of Chairman of the Company since 2002 after having also served in that capacity from 1986 to 1996. He also serves as a member and the chairman of the Company's Nomination Committee as well as a member of the Company's Remuneration Committee. He is also the chairman of two publicly-listed subsidiaries of the Company, namely, Wharf and Wheelock Properties (Singapore) Limited ("**WPSL**"). Furthermore, he is a director of Wheelock Properties Limited ("**WPL**", formerly a publicly-listed company until it became a wholly-owned subsidiary of the Company in July 2010) as well as a director of certain other subsidiaries of the Company. He has for many years been actively engaged in community and related services, both locally and in the international arena, and has held various Government appointments.

Mr. Woo serves as a member of the Standing Committee of the Eleventh National Committee of the Chinese People's Political Consultative Conference of the People's Republic of China. He was appointed a Justice of the Peace in 1993 and awarded the Gold Bauhinia Star in 1998 by the Hong Kong SAR Government. He has been appointed a non-official member of the Commission on Strategic Development since June 2007. He had served as the chairman of Hospital Authority from 1995 to 2000, the council chairman of Hong Kong Polytechnic University from 1993 to 1997 and the Government-appointed chairman of the Hong Kong Trade Development Council from 2000 to 2007. He was the chairman of the Hong Kong Environment and Conservation Fund Committee set up in 1994 which he co-funded with the Government. He also served as a deputy chairman in 1991 to Prince of Wales Business Leaders Forum, and as a member of the International Advisory Council of JPMorgan Chase & Co., National Westminster Bank, Banca Nazionale del Lavoro, Elf Aquitaine of France and General Electric of America. He has received Honorary Doctorates from various universities in Australia, Hong Kong and the United States.

As at the Latest Practicable Date, Mr. Woo had interests (within the meaning of Part XV of the SFO) in 1,207,357,330 ordinary shares of the Company. Mr. Woo, as the Chairman of the Company, receives from the Company a Chairman's fee at such rate as from time to time approved by the Shareholders, currently being HK\$75,000 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\$17.12 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. Stewart Chi Kin LEUNG, aged 73, has been a Director and was elected Vice Chairman of the Company since February 2012. He is currently the chairman of WPL and Wheelock Properties (Hong Kong) Limited, both being wholly-owned subsidiaries of the Company. Mr. Leung has extensive experience in property development, construction, management and related businesses in Hong Kong. He was formerly a director of two publicly-listed companies, namely, New World Development Company Limited and New World China Land Limited. He is currently the chairman of the Executive Committee of The Real Estate Developers Association of Hong Kong.

Mr. Leung receives from the Company a Director's fee at such rate as from time to time approved by the Shareholders, currently being HK\$60,000 per annum. Under the existing service contract between the Group and Mr. Leung, the total amount of his emolument, inclusive of basic salary and various allowances etc., is approximately HK\$5.4 million per annum. In addition, a discretionary bonus is normally payable to Mr. Leung with the amount of such bonus to be fixed unilaterally by the employer in each year. The amount of the emolument payable to Mr. Leung 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. Paul Yiu Cheung TSUI, *FCCA, FCPA, FCMA, FCIS, CGA-Canada*, aged 65, has been a Director of the Company since 1998. He became Executive Director of the Company in 2003 and is currently also the Group Chief Financial Officer. He is also an executive director and the group chief financial officer of Wharf as well as a director of Harbour Centre Development Limited, i-CABLE Communications Limited and WPSL, all being publicly-listed subsidiaries of the Company, and a director of certain other subsidiaries of the Company. Furthermore, he is the vice chairman of WPL and also a director of publicly-listed Joyce Boutique Holdings Limited.

Mr. Tsui receives from the Company a Director's fee at such rate as from time to time approved by the Shareholders, currently being HK\$60,000 per annum. Under the existing service contract between the Group and Mr. Tsui, the total amount of his emolument, inclusive of basic salary and various allowances etc., is approximately HK\$3.23 million per annum. In addition, a discretionary bonus is normally payable to Mr. Tsui with the amount of such bonus to be fixed unilaterally by the employer in each year. The amount of the emolument payable to Mr. Tsui 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. Alexander Siu Kee AU, *OBE, ACA, FCCA, FCPA, AAIA, FCIB, FHKIB*, aged 65, has been an Independent Non-executive Director of the Company ("INED") since 2002. He also serves as a member and the chairman of the Company's Audit Committee as well as a member of the Company's Nomination Committee and Remuneration Committee.

A banker by profession, Mr. Au was the chief executive officer of Hang Seng Bank Limited from October 1993 to March 1998 and of Oversea-Chinese Banking Corporation Limited in Singapore from September 1998 to April 2002. Currently, he is a non-executive director of three companies

publicly listed in Hong Kong, namely, Henderson Land Development Company Limited, Hong Kong Ferry (Holdings) Company Limited and Miramar Hotel and Investment Company, Limited. He is the chairman and non-executive director of Henderson Sunlight Asset Management Limited, being the manager of the publicly-listed Sunlight Real Estate Investment Trust. He is also a member of the Court of the Hong Kong University of Science and Technology. An accountant by training, Mr. Au is a Chartered Accountant as well as a fellow of The Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants.

Mr. Au receives from the Company a Director's fee and an Audit Committee member's fee at such rates as from time to time approved by the Shareholders, currently being HK\$60,000 and HK\$20,000 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 independent non-executive director. 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. Au has served as an INED for more than nine years. Notwithstanding such a long 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. Au, 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.

Mr. Kenneth Woo Shou TING, SBS, JP, aged 69, has been an INED since 2003. He also serves as a member and the chairman of the Company's Remuneration Committee as well as a member of the Company's Audit Committee and Nomination Committee. Mr. Ting is also the chairman of publicly-listed Kader Holdings Company Limited and of Kader Industrial Company Limited. Mr. Ting currently serves as the president of HK Wuxi Trade Association Limited, and also the honorary president of the Federation of Hong Kong Industries, the Chinese Manufacturers' Association of Hong Kong, the Toys Manufacturers' Association of Hong Kong Limited and Hong Kong Plastics Manufacturers' Association Limited. He was formerly a non-executive director of publicly-listed New Island Printing Holdings Limited from September 2004 to October 2010 and formerly an independent non-executive director of Times Ltd from June 2007 to January 2010.

Mr. Ting also serves as a member of a number of other trade organizations and public committees such as the Hong Kong General Chamber of Commerce, the Hong Kong Polytechnic University Court and The Hong Kong University of Science and Technology Court. He is a member of the Board of Directors of the Faculty of Business and Economics of The University of Hong Kong. Furthermore, he is a member of the Jiangsu Provincial Committee of the Chinese People's Political Consultative Conference.

Mr. Ting receives from the Company a Director's fee and an Audit Committee member's fee at such rates as from time to time approved by the Shareholders, currently being HK\$60,000 and HK\$20,000 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 independent non-executive director. 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.

- (5) The Directors propose to seek approval from the Shareholders at the AGM on certain amendments to the existing share option scheme of the Company (the “**Wheelock Share Option Scheme**” or the “**Wheelock Scheme**”) in relation to:
- (i) the rights of the holders of any outstanding options (the “**Option Holders**”) in situation of a general offer being made to the Shareholders;
 - (ii) the procedure by which Directors may cancel any outstanding options at their discretion; and
 - (iii) the lapse of outstanding options held by Option Holder on his/her insolvency, bankruptcy or misconduct, etc.

The effect of the proposed amendment regarding sub-paragraph (i) above is that if a general offer (whether by way of takeover offer or scheme of arrangement or otherwise in like manner) is made to the Shareholders, the right to exercise any outstanding option shall be suspended with effect from the close of business on the day immediately preceding the date of announcement of the general offer and shall remain suspended until the Directors otherwise determine; and in the event that such general offer becomes or is declared unconditional, all outstanding options shall be cancelled and the Option Holders will be compensated by one-off payments calculated by reference to the prevailing market price of the shares of the Company.

The effect of the proposed amendment regarding sub-paragraph (ii) above is that Directors will be entitled at their discretion to cancel any outstanding options in whole or in part by giving notice in writing to any Option Holder(s) with effect from the date of delivery of such notice and the relevant Option Holder(s) will be compensated in accordance with the provisions thereof.

The effect of the proposed amendment regarding sub-paragraph (iii) above is that in the event that prior to allotment of shares of the Company arising from an exercise of an option, certain grounds for termination (details of which are given under the definition of “Grounds of Termination” in Appendix II hereto) shall have arisen in relation to any Option Holder, the right to exercise any options by such Option Holder shall be suspended and his/her entitlement over the options may be cancelled subject to the determination by the Directors.

Details of the proposed amendments are set out in Appendix II to this circular. The amendments of the Wheelock Scheme are conditional upon approval by the Shareholders at the AGM.

The Directors believe that the proposed amendments to the Wheelock Share Option Scheme will provide more flexibility to the Directors to better safeguard the Company's interest in the course of administration of the Wheelock Share Option Scheme. On this basis, the Directors consider that the proposed amendments are beneficial to the Company and its Shareholders as a whole.

A copy of the Wheelock Share Option Scheme document will be available for inspection by Shareholders at the Company's registered office during normal business hours on any business day commencing from 16 May 2012 to the date of AGM and at the AGM.

- (6) For similar reasons and purpose as stated in (5) above, the directors of Wharf, which is a 50.39%-owned listed subsidiary of the Company, also propose to seek approval from its shareholders at its forthcoming annual general meeting for effecting the same amendments, to the existing share option scheme of Wharf (the "**Wharf Share Option Scheme**" or the "**Wharf Scheme**"), of which the rule, terms and conditions are *mutatis mutandis*, same as those of the Wheelock Share Option Scheme.

The Appendix II hereto setting out details of the proposed amendments to the Wheelock Scheme, is also, *mutatis mutandis*, applicable to the Wharf Scheme. The amendments to the Wharf Scheme are conditional upon: (i) approval by the shareholders of Wharf at Wharf's forthcoming annual general meeting to be held on 30 May 2012, and (ii) approval by Shareholders of Wheelock at the AGM.

- (7) Notice of the AGM is set out on pages 13 to 16 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.
- (8) The Directors believe that the proposed resolutions in relation to the general mandates in respect of the repurchase and issue of shares, the revision of the rates of fees payable to the Chairman, the Directors and the Audit Committee members of the Company, the re-election of the Retiring Directors and the amendments to the Wheelock Share Option Scheme and the Wharf Share Option Scheme 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,
Peter K. C. Woo
Chairman

APPENDIX I

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 49BA of the Companies Ordinance. References in this Statement to “**Share(s)**” mean ordinary share(s) of HK\$0.50 each in the capital 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. As at 20 April 2012, 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 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 2011 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 Chairman 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 2011	32.40	29.30
May 2011	33.55	30.65
June 2011	33.30	29.20
July 2011	33.90	30.50
August 2011	33.80	25.65
September 2011	28.80	22.50
October 2011	23.90	19.00
November 2011	24.50	19.68
December 2011	21.40	18.06
January 2012	25.50	19.16
February 2012	27.00	24.25
March 2012	26.65	23.30

APPENDIX II

AMENDMENTS TO SHARE OPTION SCHEMES OF

WHEELOCK AND COMPANY LIMITED

AND

THE WHARF (HOLDINGS) LIMITED

Set out below are the proposed amendments to the Wheelock Share Option Scheme as well as the Wharf Share Option Scheme (relevant terms and conditions of the Wharf Scheme being, *mutatis mutandis*, identical to those of the Wheelock Scheme in all material respects), other than certain minor consequential revision(s) to punctuation mark(s) which is/are not given below. In this appendix only, capitalised terms used have their respective meanings given in the Share Option Scheme document of Wheelock or Wharf (as the case maybe).

- (A) By adding the following new definition immediately after the definition of “Grant Date” under 1.1 Definition:

‘Grounds for Termination means, in relation to an Option Holder, that the Option Holder’s conduct has been such as to entitle the Company or other relevant company in the Group to terminate his employment (or, in the case of a director, remove him from his office), whether or not such right to terminate has been exercised, or the Option Holder has committed any act of bankruptcy or become insolvent or made any arrangements or composition with his creditors generally or the Option Holder has been convicted of any criminal offence involving his integrity or honesty;’

- (B) By deleting the following sub-paragraphs (a) and (b) of 5.3 in “5. Exercise of Options” in their entirety:

(a) in the event that the Option Holder ceases to be employed by the Group or any Associate or ceases to be a director of any member of the Group or any Associate by reason of the Company or Subsidiary or Associate which employs the Option Holder or of which he is a director or an employee ceasing to be a member of the Group or an Associate, the Option (to the extent not already exercised) shall lapse unless within 30 days thereafter the Option Holder becomes an employee or a director of another member of the Group or another Associate within such 30-day period in which event such Option shall remain exercisable in respect of all of the Shares comprised in the Option to the extent that the same have not previously been exercised and the Exercise Period shall be deemed not to have ended;

(b) if a general offer (whether by way of takeover offer or scheme of arrangement or otherwise in like manner) is made to all the holders of Shares (or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror) and such offer becomes or is declared unconditional, the Option Holder (or his personal representatives) shall be entitled to exercise the Option in full (to the extent not already exercised) at any time within one month after the date on which the offer becomes or is declared unconditional; and’

and substituting therefor the following new sub-paragraphs:

- ‘(a) in the event that the Option Holder ceases to be employed by the Group or any Associate or ceases to be a director of any member of the Group or any Associate by reason of the Company or Subsidiary or Associate which employs the Option Holder or of which he is a director or an employee ceasing to be a member of the Group or an Associate, the Option (to the extent not already exercised) shall lapse;
 - (b) if a general offer (whether by way of takeover offer or scheme of arrangement or otherwise in like manner) is made to all the holders of Shares (or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror) unless from time to time as may otherwise be determined by the Directors, the right to exercise any outstanding Option shall be suspended with effect from the close of business on the day immediately preceding the date of announcement of the general offer and shall remain suspended until the Directors otherwise determine, provided that, if such general offer is withdrawn or does not result in the offeror and/or party(ies) acting in concert with him or it acquiring or having the right to acquire all the outstanding Shares in issue, the Directors shall be obliged so to determine unless they consider that there are special circumstances justifying the continued suspension of such rights. If such general offer becomes or is declared unconditional, all outstanding Options shall be cancelled, in which event, the Option Holder concerned shall, subject as hereinafter provided, be entitled to receive a payment in cash as full and final compensation, if any, to the Option Holder for such cancellation, calculated as hereinafter provided. The amount of payment, if any, shall be equal to the excess, if any, of the value of the Shares represented by the Option cancelled over the corresponding exercise price(s) in respect of those Shares; for this purpose, the value of the Shares shall be deemed to be equal to the average closing price of the Shares as stated in the Stock Exchange’s daily quotation sheets for the five business days immediately preceding the date on which such general offer is first announced as aforesaid, and payment of the compensation shall be made in full within one month from the date such general offer becomes or is declared unconditional;’
- (C) By adding the following new sub-paragraphs immediately after sub-paragraph (c) of 5.3 in “5. Exercise of Options”:
- ‘(d) the Directors shall be entitled at their discretion at any time and from time to time to cancel any Option in whole or in part by giving notice thereof in writing to any Option Holder with effect from the date of delivery of such notice (“**Cancellation Date**”), and the provisions as set out in 5.3(b) above as regards compensation and calculation thereof, etc., shall *mutatis mutandis* apply, except that the following provisions shall apply in relation to the making of such payment:
 - (I) such payment(s) of relevant or respective amount(s) shall be made on the later of (i) the date which falls seven days after the Cancellation Date, or (ii) the date, or different dates, on which the right(s) to exercise the Option(s) in respect of the applicable Shares could (but for such cancellation) first have been, or respectively been, exercised according to the terms thereof; and

- (II) notwithstanding the foregoing if, prior to any such payment being made as aforesaid, the Option Holder concerned has ceased to be an Eligible Participant, his entitlement to further receive any such payment pursuant to 5.3(d)(I) above shall be cancelled and he shall have no further right in respect thereof; and
- (e) notwithstanding the foregoing provisions, if prior to allotment of Shares arising from an exercise of an Option any Grounds for Termination shall have arisen in relation to the relevant Option Holder, no allotment of the Shares shall be made and all outstanding Options granted in favour of such Option Holder shall forthwith be cancelled and the Option Holder shall have no entitlement or claim or any right of compensation or otherwise in respect thereof. Without prejudice to the generality of the foregoing, a resolution of the Board as to whether or not “Grounds for Termination” shall have arisen at any time shall be conclusive Provided however that if at any time it is relevant to determine in relation to the application of any of the provisions of the Scheme hereinafter contained Grounds of Termination in relation to an Option Holder shall have arisen and the Directors consider at that time that, although the relevant facts have not been established, there are reasonable grounds for believing that an event or circumstance may have occurred which would constitute Grounds for Termination in relation to such Option Holder, the Directors may, at their discretion, resolve that the application of the relevant provision of the Scheme shall be suspended (and no action taken in relation thereto, whether allotment of Shares, payment in relation to the cancellation of an Option or part thereof or otherwise) until the relevant facts have been established to the satisfaction of the Directors and the Directors shall then determine whether or not Grounds for Termination had arisen at the time in question and the relevant provision of the Scheme shall be applied in accordance with such determination and otherwise as the Directors may consider appropriate or expedient in the particular circumstances. No Option Holder or other person shall have any right or claim against the Company or the Directors (or any individual director of the Company) arising from any interpretation, determination, action or exercise of discretion by the Directors pursuant to the foregoing provisions or otherwise in any manner involving the application of any provision of the Scheme relating to Grounds for Termination.’

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, The Marco Polo Hongkong Hotel, 3 Canton Road, Kowloon, Hong Kong, on Thursday, 31 May 2012 at 3:30 p.m. for the purpose of transacting the following businesses:

As ordinary business:

- (1) To receive and consider the Financial Statements and the Reports of the Directors and Auditors for the financial year ended 31 December 2011.
- (2) To re-elect retiring Directors.
- (3) To appoint Auditors and authorise the Directors to fix their remuneration.
- (4) To approve, with retroactive effect from 1 January 2012, an increase in the rate of fee payable to the Chairman of the Company from HK\$75,000 per annum to HK\$80,000 per annum, an increase in the rate of fee payable to each of the other Directors of the Company from HK\$60,000 per annum to HK\$70,000 per annum, and an increase in the rate of fee payable to each of those Directors of the Company who from time to time are also members of the Audit Committee of the Company from HK\$20,000 per annum to HK\$30,000 per annum.

And as special business, to consider and, if thought fit, to pass with or without modification the following resolutions 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 be and is hereby generally and unconditionally approved;
 - (b) the aggregate nominal amount 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 Repurchases pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing 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.”

(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 nominal amount of share capital 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) 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 nominal amount of the share capital of the Company in issue at the date of passing this Resolution; plus
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing 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).”

- (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 an amount representing the aggregate nominal amount of the share capital 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 amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution.”
- (8) **“THAT:**
 - (a) the proposed amendments, as set out in Appendix II to the Chairman’s letter accompanying this Notice of Meeting, to the Company’s Share Option Scheme adopted at the Company’s Annual General Meeting held on 9 June 2011 be and are hereby approved and adopted; and
 - (b) the Directors of the Company be and are hereby authorised to do any and all such acts and to enter into any and all such transactions and arrangements as may be necessary or expedient in order to give effect to the amendments and the share option scheme as amended.”
- (9) **“THAT:**
 - (a) the proposed amendments, as set out in Appendix II to the Chairman’s letter accompanying this Notice of Meeting, to the Share Option Scheme of The Wharf (Holdings) Limited (**“Wharf”**) adopted at Wharf’s annual general meeting held on 7 June 2011, and also approved and adopted at the Company’s Annual General Meeting held on 9 June 2011, be and are hereby approved and adopted; and

- (b) the Directors of the Company be and are hereby authorised to do any and all such acts and to enter into any and all such transactions and arrangements as may be necessary or expedient in order to give effect to the amendments and the share option scheme as amended.”

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

Hong Kong, 27 April 2012

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 two 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 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.*
- (c) *The Register of Members of the Company will be closed from Thursday, 24 May 2012 to Thursday, 31 May 2012, 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 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Wednesday, 23 May 2012.*