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**WHEELOCK**

Founded 1857

**WHEELOCK AND COMPANY LIMITED**

(Incorporated in Hong Kong with limited liability)

Stock Code: 20

**POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 31 MAY 2012**

At the Annual General Meeting of Wheelock and Company Limited (the “Company”) held on 31 May 2012 (“AGM”), a poll was demanded by the Chairman for voting on all the proposed resolutions as set out in the Notice of AGM dated 27 April 2012.

As at the date of AGM, the total number of issued shares in the Company was 2,031,849,287 shares, 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:

Resolutions		No. of Shares Voted (%)	
		For	Against
1	To adopt the Financial Statements and the Reports of the Directors and Auditors for the financial year ended 31 December 2011.	1,493,776,154 (99.99%)	13,000 (0.01%)
2	(a) To re-elect Mr. Peter K. C. Woo, a retiring Director, as a Director.	1,465,095,423 (97.85%)	32,259,808 (2.15%)
	(b) To re-elect Mr. Stewart C. K. Leung, a retiring Director, as a Director.	1,492,915,354 (99.70%)	4,439,877 (0.30%)
	(c) To re-elect Mr. Paul Y. C. Tsui, a retiring Director, as a Director.	1,474,514,929 (98.47%)	22,840,302 (1.53%)
	(d) To re-elect Mr. Alexander S. K. Au, a retiring Director, as a Director.	1,492,132,086 (99.65%)	5,223,145 (0.35%)
	(e) To re-elect Mr. Kenneth W. S. Ting, a retiring Director, as a Director.	1,495,751,632 (99.89%)	1,603,599 (0.11%)
3	To re-appoint KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration.	1,497,341,231 (99.99%)	13,000 (0.01%)
4	To approve an increase in the rates of fees payable to the Directors.	1,497,004,598 (99.98%)	349,633 (0.02%)
5	To give a general mandate to the Directors for share repurchases by the Company.	1,497,297,145 (99.99%)	11,017 (0.01%)
6	To give a general mandate to the Directors for issue of shares.	1,242,934,107 (83.01%)	254,420,124 (16.99%)
7	To approve the addition of repurchased securities to the share issue general mandate stated under Resolution No. 6.	1,245,291,870 (83.17%)	252,062,361 (16.83%)
8	To approve the proposed amendments to the existing share option scheme of the Company.	1,478,040,157 (98.71%)	19,314,074 (1.29%)
9	To approve the proposed amendments to the existing share option scheme of The Wharf (Holdings) Limited.	1,477,996,088 (98.71%)	19,358,143 (1.29%)

On the basis of the votes set out above, all the above Resolutions were duly passed as Ordinary Resolutions.

For **WHEELOCK AND COMPANY LIMITED**

**Wilson W. S. Chan**

Company Secretary

Hong Kong, 31 May 2012

As at the close of business on the date of this announcement, the Board of Directors of the Company comprises Mr. Peter K. C. Woo, Mr. Stephen T. H. Ng, Mr. Stewart C. K. Leung, Mr. Paul Y. C. Tsui and Mr. Ricky K. Y. Wong, together with four Independent Non-executive Directors, namely, Mr. Alexander S. K. Au, Mr. Herald L. F. Lau, Mr. Kenneth W. S. Ting and Mr. Glenn S. Yee.