



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 31 May 2012 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 Auditors for the financial year ended 31 December 2011.		
2	(a) To re-elect Mr. Peter K. C. Woo, a retiring Director, as a Director.		
	(b) To re-elect Mr. Stewart C. K. Leung, a retiring Director, as a Director.		
	(c) To re-elect Mr. Paul Y. C. Tsui, a retiring Director, as a Director.		
	(d) To re-elect Mr. Alexander S. K. Au, 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	To approve an increase in the rates of fees payable to the Directors.		
5	To give a general mandate to the Directors for share repurchases by the Company.		
6	To give a general mandate to the Directors for issue of shares.		
7	To approve the addition of repurchased securities to the share issue general mandate stated under Resolution No. 6.		
8	To approve the proposed amendments to the existing share option scheme of the Company.		
9	To approve the proposed amendments to the existing share option scheme of The Wharf (Holdings) Limited.		

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

Signed this _____ day of _____ 2012. 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 two 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.