

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*)
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)*

28 April 2011

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES FOR REPURCHASE AND ISSUE OF SHARES,
RE-ELECTION OF DIRECTORS,
ADOPTION OF SHARE OPTION SCHEMES OF THE COMPANY AND
OF THE WHARF (HOLDING) LIMITED, 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**” or the “**Wheelock Group**”) to be held on 9 June 2011 (the “**AGM**”) to, *inter alia*, (i) grant the general

mandates to repurchase shares and to issue new shares of the Company; (ii) re-elect retiring directors of the Company; and (iii) approve and adopt a share option scheme for each of the Company and its 50.02%-owned listed subsidiary The Wharf (Holdings) Limited (“**Wharf**”; together with its subsidiaries, the “**Wharf Group**”).

- (2) At the annual general meeting of the Company held on 10 June 2010, 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 10 June 2010; 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 10 June 2010, 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 document.

- (3) Four Directors, namely, Mr. B. M. Chang, Mr. Herald L. F. Lau, Mr. Ricky K. Y. Wong and Mr. Glenn S. Yee (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 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. Save as disclosed below, (i) so far as the Directors are aware, as at 19 April 2011 (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, 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. 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 of the Company (the “**Shareholders**”).

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

Mr. Bei Ming CHANG, aged 82, has been a Director of the Company since 1969. He, being an Independent Non-executive Director, also serves as a member of the Company’s Audit Committee.

Mr. Chang 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 an 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. Herald Ling Fai LAU, *FCA, FCPA*, aged 70, has been an Independent Non-executive Director of the Company since September 2010. Mr. Lau has been practicing as a certified public accountant in Hong Kong for over 30 years and has extensive experience in auditing, finance, taxation and management. He was formerly a partner of a professional accountants firm PricewaterhouseCoopers, Hong Kong until his retirement from the firm in June 2001. He is also an independent non-executive director of publicly-listed Kerry Properties Limited. Mr. Lau was formerly an independent non-executive director of two other publicly-listed companies, namely, Fairwood Holdings Limited (from August 1991 to August 2009) and China World Trade Center Company Ltd. (Beijing) (from December 2004 to December 2010), and was also a former independent non-executive director of Wheelock Properties Limited (“WPL”) (formerly a publicly-listed company until it became a wholly-owned subsidiary of the Company in July 2010) from September 2004 to July 2010.

Mr. Lau 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. 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 an 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.

Mr. Ricky Kwong Yiu WONG, aged 46, has been a Director of the Company since September 2010. He is currently the managing director of WPL and Wheelock Properties (Hong Kong) Limited, both being wholly-owned subsidiaries of the Company, as well as a director of certain other subsidiaries of the Company, and is presently responsible for overseeing the property development and related business of the Group in Hong Kong. Mr. Wong also serves as a member of the Real Estate and Infrastructure Committee of The Hong Kong General Chamber of Commerce and a member of the Legal Sub-committee of The Real Estate Developers Association of Hong Kong. In addition, he has been a part-time member of the Central Policy Unit - The Government of the Hong Kong Special Administrative Region since January 2009. Mr. Wong graduated from University of Wisconsin in the United States with a Master Degree in Business Administration.

Mr. Wong 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. 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 an independent non-executive director. Under the existing service contract between the Group and Mr. Wong, his basic salary and various allowances for the year 2011, calculated on annualised basis, would be approximately HK\$2.8 million per annum. In addition, a discretionary bonus is normally payable to Mr. Wong with the amount of such bonus to be fixed unilaterally by the employer in each year. The amount of such annual bonus last paid to Mr. Wong, which was received by him in 2010, amounted to HK\$2.0 million. The amount of the emolument and fee payable to Mr. Wong 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. Glenn Sekkenn YEE, aged 60, has been an Independent Non-executive Director of the Company since September 2010. He is a founding executive and managing director of Pacific Can group of companies, which is one of the leading beverage can manufacturers in China. Mr. Yee obtained his Master of Business Administration Degree from Columbia University in the United States. He started his career in General Electric Company in New York and later on joined Continental Can Company (“CCC”) in Stamford, Connecticut. In 1979, Mr. Yee was transferred to Hong Kong office of CCC and was subsequently promoted to be the managing director of Continental Can Hong Kong Ltd. in 1988. He resigned from this company in 1991 to start his family business, namely, Pacific Can. He was formerly an independent non-executive director of WPL from May 2003 to July 2010.

Mr. Yee 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. 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 an 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.

- (4) In line with current corporate practice adopted by many publicly-listed companies in Hong Kong, it is proposed that the Company adopts a share option scheme. An ordinary resolution will be proposed at the AGM for the adoption of a share option scheme (the “**Wheelock Share Option Scheme**” or the “**Wheelock Scheme**”), which will be governed by Chapter 17 of the Listing Rules.

The adoption of the Wheelock Scheme is subject to the approval of the Shareholders at the AGM.

The purpose of the Wheelock Scheme is to give directors and employees of the Company, its subsidiaries and its associates the opportunity of acquiring an equity interest in the Company, to motivate them and give them incentive to contribute to the Group’s continued growth and success, and to enable the Group to attract and retain employees and other personnel having appropriate qualifications and with the necessary experience to work for the Group.

Under the rules of the Wheelock Scheme, no specific performance targets are required as conditions of any option unless otherwise determined by the Board, and those rules further provide that the Board is empowered with the authority to determine the terms, conditions, restrictions or limitations of any option on a case by case basis as the Board considers appropriate. The Board believes that the authority given to the Board under the Wheelock Scheme to specify any minimum holding period and/or performance targets as conditions in any option granted and the requirement for a minimum subscription price as well as the selection criteria prescribed by the rules of the Wheelock Scheme will serve to protect the value of the Company as well as to achieve the purpose of the Wheelock Scheme.

As provided under the Wheelock Scheme, the total number of shares of the Company which may be issued upon exercise of all options to be granted under the Wheelock Scheme and any other share option scheme(s) (“**Other Wheelock Scheme(s)**”) involving the issue or grant of options or similar rights over shares of the Company or other securities by the Group shall not in aggregate exceed such number of shares of the Company as shall represent 10% of the issued ordinary share capital of the Company as at the effective date of the Wheelock Scheme (the “**Effective Date**”), being the date on which the Wheelock Scheme will become effective pursuant to the resolution adopting the Wheelock Scheme to be passed by Shareholders at the AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprises 2,031,849,287 shares. Assuming that there is no change in the issued share capital of the Company throughout the period from the Latest Practicable Date to the Effective Date of the Wheelock Scheme, the total number of shares of the Company that can be issued following the adoption of the Wheelock Scheme upon exercise of options that may be granted under the Wheelock Scheme and Other Wheelock Scheme(s), if any, will be 203,184,928 shares, representing 10% of the total number of shares of the Company in issue as at the Effective Date. For your information, there was/were other share option scheme(s) established by the Company in the past, but the life or valid period (during which period relevant options could be granted thereunder) of all such previous scheme(s) came to an end on or before 30 September 2008, as at which date no relevant option(s) previously granted under such previous scheme(s) remained outstanding or unexercised.

A summary of the principal terms of the Wheelock Scheme is set out in Appendix II to this document.

The Directors consider that it is not appropriate to state the value of all options that can be granted pursuant to the Wheelock Scheme as if they had been granted as at the Latest Practicable Date. The Directors believe that any statement regarding the value of the options as at the Latest Practicable Date will not be meaningful to the Shareholders, taking into account the number of variables which are crucial for the calculation of the option value which have not been determined. Such variables include the subscription price, exercise period, any lock-up period, any performance targets set and other relevant variables.

Application will be made to the Stock Exchange for the approval of the Wheelock Scheme, the subsequent granting of options under the Wheelock Scheme and the listing of and permission to deal in the shares to be issued pursuant to the exercise of options granted under the Wheelock Scheme.

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 25 May 2011 to the date of AGM and at the AGM.

- (5) For similar reasons and purpose as stated in (4) above, it is also proposed that Wharf, which is 50.02%-owned listed subsidiary of the Company, adopts a share option scheme (the "**Wharf Share Option Scheme**" or the "**Wharf Scheme**"). An ordinary resolution will also be proposed at the AGM for the adoption of the Wharf Scheme, which will also be governed by Chapter 17 of the Listing Rules.

As at the Latest Practicable Date, the issued share capital of Wharf comprises 3,029,247,327 shares. Assuming that there is no change in the issued share capital of Wharf throughout the period from the Latest Practicable Date to the effective date of the Wharf Scheme (the "**Wharf Scheme's Effective Date**"), the total number of shares of Wharf that can be issued following the adoption of the Wharf Scheme upon exercise of options that may be granted under the Wharf Scheme, and under any other share option scheme(s) involving the issue or grant of options or similar rights over shares of Wharf or other securities by the Wharf Group, will be 302,924,732 shares, representing 10% of the total number of shares of Wharf in issue as at the Wharf Scheme's Effective Date. For your information, there was/were share option scheme(s) established by Wharf in the past, but the life or valid period (during which period relevant options could be granted thereunder) of all such previous scheme(s) of Wharf came to an end on or before 30 June 2008, as at which date no relevant option(s) previously granted under such previous scheme(s) of Wharf remained outstanding or unexercised.

All other arrangements (including the arrangements for inspection of the Wharf Share Option Scheme document by Shareholders), rules, terms and conditions of or for the Wharf Scheme, and view etc. of the Directors regarding value of all options under the Wharf Scheme, are, *mutatis mutandis*, same as those regarding the Wheelock Scheme. The Appendix II hereto, which is a summary of the principal terms of the Wheelock Scheme, is also, *mutatis mutandis*, applicable to the Wharf Scheme and therefore such Appendix II also constitutes a summary of the principal terms of the Wharf Scheme.

- (6) Notice of the AGM is set out on pages 16 to 20 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.
- (7) The Directors believe that the proposed resolutions in relation to the general mandates in respect of the repurchase and issue of shares, the re-election of the Retiring Directors, and the adoption of the Wheelock Scheme and the Wharf 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

This document, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the propose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

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 19 April 2011, 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 or 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 2010 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 2010	25.40	22.80
May 2010	24.40	18.80
June 2010	22.65	20.10
July 2010	24.25	20.90
August 2010	24.90	21.60
September 2010	27.40	22.35
October 2010	29.80	26.15
November 2010	31.75	27.30
December 2010	32.10	27.65
January 2011	33.45	31.30
February 2011	32.10	27.10
March 2011	29.90	25.20

APPENDIX II

SHARE OPTION SCHEMES OF

WHEELOCK AND COMPANY LIMITED

AND

THE WHARF (HOLDINGS) LIMITED

SUMMARY OF PRINCIPAL TERMS

Set out below is a summary of the principal terms and conditions of 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) to provide sufficient information to the Shareholders for their consideration of the two schemes proposed to be adopted or approved (as the case may be) at the AGM. For the purpose of this summary, the words “**the company**” shall mean Wheelock or Wharf (as the case may be), the words “**the group**” shall mean Wheelock Group or Wharf Group (as the case may be), the words “**the scheme**” shall mean Wheelock Share Option Scheme or Wharf Share Option Scheme (as the case may be), and the words “**the effective date**” shall mean Effective Date of the Wheelock Scheme or Wharf Scheme (as the case may be).

(i) Purpose of the Scheme

The purpose of the scheme is to provide directors and/or employees with the opportunity of acquiring an equity interest in the company, to continue to provide them with the motivation and incentive to give best contribution towards the group’s continued growth and success.

(ii) Eligibility

The directors of the company may offer to grant an option to subscribe for shares of the company pursuant to the scheme for the time being subsisting to any eligible participants, subject to the terms and conditions of the scheme.

Eligible participant(s) include any person(s) who is/are, or who at any time after the effective date become(s), full-time and/or part-time employee(s) and/or director(s) of the company, any of its subsidiary(ies), and/or any of its associates. For the purpose of this summary, “associates” include jointly-controlled entities and subsidiary(ies) of associates and of jointly-controlled entities.

(iii) Grant of Option

On and subject to the terms of the scheme and the requirements of the Listing Rules, the directors of the company shall be entitled at any time within a period of 10 years from the effective date, to offer the grant of an option to any eligible participant as the directors of the company may in their absolute discretion select. Such offer shall be made in writing to an eligible participant by letter in such form as the directors of the company may from time to time determine and will remain open for acceptance by the eligible participant concerned on a day specified in the written offer as determined by the directors of the company and such day must be a Stock Exchange trading day which falls within 28 days from the date on which the offer is made. An option shall

be deemed to have been granted and accepted and taken effect when the duplicate letter comprising acceptance of the option is duly signed by the eligible participant together with a remittance in favour of the company of HK\$10.00 by way of consideration for the grant thereof is received by the company.

(iv) Grant of Options to Connected Persons

Each grant of options to any director, chief executive or substantial shareholder of the company, or any of their respective associates, shall be approved by the independent non-executive directors of the company (excluding any independent non-executive director who is the proposed grantee of the options). Where any grant of options to a substantial shareholder or an independent non-executive director of the company, or any of their respective associates, would result in the shares of the company issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:

- (a) representing in aggregate over 0.1% of the shares of the company in issue on the date of such grant; and
- (b) having an aggregate value, based on the closing price of the shares of the company as stated in the daily quotations sheets issued by the Stock Exchange on the date of each grant, in excess of HK\$5 million,

such further grant of options must be approved (voting by way of poll) by the shareholders of the company. All connected persons (as defined in the Listing Rules) of the company must abstain from voting at such general meeting.

(v) Subscription Price

The subscription price per share of the company payable on the exercise of an option shall be determined by the directors of the company at the time of offer but shall not be less than whichever is the highest of (a) the indicative price per share for subscription of shares of the company under the option as specified in the written offer containing the offer of the grant of the option to an eligible participant; (b) the closing price of the shares of the company as stated in the Stock Exchange's daily quotation sheet on the date of grant of an option, which must be a Stock Exchange trading day; (c) the average closing price of the shares of the company as stated in the Stock Exchange's daily quotation sheets for the five Stock Exchange trading days immediately preceding the date of grant of an option and (d) the nominal value of a share of the company.

(vi) Exercise Period

An option may be exercised in accordance with the terms of the scheme at any time during a period ("**Exercise Period**") to be determined on the date of offer of grant of option and notified by the directors of the company to each grantee, which period may commence, once the offer for the grant is accepted within the prescribed time by the grantee, from the date of the offer for the grant of options but shall end in any event not later than 10 years from the date on which the offer for the grant of options is made, subject to the provisions for early termination thereof. Unless otherwise determined by the directors of the company and stated in the offer of the grant of options to a grantee, there is no minimum period required under the scheme for the holding of an option before it can be exercised.

(vii) Non-transferability of Options

An option shall be personal to the holder of the option and, subject to the rights of exercise granted to any personal representative as provided in the scheme, neither any option nor any right or benefit thereunder or thereto shall be transferable or assignable or subject to charge or mortgage and if a holder of option(s) should do, suffer or permit any such act or thing to be done then the relevant options shall cease and determine forthwith.

(viii) Rights on Ceasing Employment

In the event that the holder of option(s) ceases to be employed by the group or any associate of the company, or ceases to be a director of any group company or any associate of the company, by reason of the subsidiary or associate of the company which employs the holder of option(s) or of which he is a director or an employee ceasing to be a member of the group or an associate of the company, the option (to the extent not already exercised) shall lapse unless within 30 days thereafter the holder of option(s) becomes an employee or director of another member of the group or another associate of the company within such 30-day period in which event such option shall remain exercisable in respect of all of the shares of the company 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.

(ix) Rights on Death

Where a holder of option(s) ceases to be a director or an employee by reason of his death or insanity, the personal representative of the holder of option(s) shall be entitled to exercise the option in full (to the extent not already exercised) at any time within 12 months after the date of his death or such longer period as the directors of the company may determine.

(x) Rights on a General Offer

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 of the company (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 holder of option(s) (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.

(xi) Rights on Winding Up

In the event of an effective resolution being passed for the voluntary winding-up of the company, the holder of option(s) (or his personal representatives) may by notice in writing to the company within 21 days after the date of such resolution elect to be treated as if the option had been exercised immediately before the passing of such resolution either to its full extent or to the extent specified in such notice and shall accordingly be entitled to receive out of the assets available in the liquidation *pari passu* with the holders of shares of the company such sum as would have been received in respect of the shares of the company the subject of such election reduced by an amount equal to the subscription price which would otherwise have been payable in respect thereof.

(xii) Permitted Grounds of Termination of Employment

Where a holder of option(s) ceases to be a director or an employee by the termination of his office of director or his employment on any of the following grounds prior to the exercise of any option held by such holder of option(s):-

- (a) retirement at or after attaining normal retirement age;
- (b) retirement before that age with the consent of the directors of the company;
- (c) ill-health, disability or accident occurring in the course of employment or while in office as a director;
- (d) redundancy; or
- (e) any other circumstance with the consent of the directors of the company;

the holder of option(s) shall be entitled to exercise the option in full (to the extent not already exercised) at any time within one month of the date of cessation of employment, which date shall be the last actual working day with or last day in office as a director of the company or the relevant subsidiary/associate of the company, or such longer period as the directors of the company may determine.

(xiii) Performance Targets

Unless the directors of the company otherwise determine and state in the offer of the grant of an option to the eligible participant, the eligible participant is not required to achieve any performance target before any options granted under the scheme can be exercised.

(xiv) Maximum Number of Shares Available for Subscription

The total number of shares of the company which may be issued upon exercise of all options to be granted under the scheme and any other schemes involving the issue or grant of options or similar rights over shares of the company or other securities by the group shall not in aggregate exceed such number of shares of the company as shall represent 10% of the issued ordinary share capital of the company as at the effective date (currently expected to be 9 June 2011) subject to any refreshing of this 10% limit as referred to below. Options lapsed in accordance with the terms of the scheme and/or any other share option scheme(s) of the company will not be counted for the purpose of calculating the 10% limit.

(xv) Refreshing of 10% Limit

The company may refresh the 10% limit under the scheme at any time subject to prior shareholders' approval in general meeting of the company. However, the limit as refreshed must not exceed 10% of the shares of the company in issue as at the date of the aforesaid shareholders' approval. Options previously granted under the scheme and any other share option scheme(s) (including those outstanding, cancelled or lapsed in accordance with the scheme(s) or exercised) will not be counted for the purpose of calculating the limit as refreshed. A circular with relevant information as required under the Listing Rules must be sent to shareholders of the company in connection with the meeting at which their approval will be sought.

(xvi) Granting of Options Exceeding 10% Limit

The company may seek from its shareholders their separate approval in general meeting for granting options beyond the 10% limit provided the options in excess of that limit are granted only to eligible participant(s) specifically identified by the company before such approval is sought. A circular with relevant information as required under the Listing Rules must be sent to shareholders of the company containing, amongst others, a generic description of the identified eligible participants, the number and terms of the options to be granted, the purpose of granting options to the identified eligible participants and any explanations as to how the terms of these options serve such purpose.

(xvii) Overall Limit

The overall limit on the number of shares of the company which may be issued upon exercise of all outstanding options granted and yet to be exercised under the scheme and any other share option schemes of the company must not exceed 30% of the shares of the company in issue from time to time. No options may be granted under any scheme(s) of the company if this will result in such 30% limit being exceeded.

(xviii) Maximum Individual Entitlement

Subject to the relevant provisions under the Listing Rules, the total number of shares of the company issued and to be issued upon exercise of options (including both exercised and outstanding options) granted under the scheme and/or any other share option scheme(s) of the company to each eligible participant in any 12-month period must not exceed 1% of the shares of the company in issue unless approved by shareholders of the company. Where any further grant of options to an eligible participant would result in the shares of the company issued and to be issued upon exercise of all options granted and to be granted to such person (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the shares of the company in issue, such further grant shall be subject to separate approval by shareholders of the company in general meeting with the relevant eligible participant and his associates abstaining from voting.

(xix) Adjustment of Options

Upon the occurrence of any variation in the share capital of the company arising from any reduction, sub-division or consolidation of share capital or the issue of any share capital (including any securities convertible into share capital or warrants or options to subscribe for any share capital) by way of capitalisation of profits or reserves or in connection with an offer made *pro rata* to shareholders of the company (other than as consideration in a transaction):-

- (a) the subscription price; or
- (b) the number of shares of the company subject to an option,

shall be adjusted in such manner (if at all) as the directors of the company determine to be fair and reasonable provided that all adjustment, other than those made on a capitalisation issue shall be confirmed to the directors of the company in writing by the auditors of the company to be in their opinion fair and reasonable. Such adjustment should give a participant the same proportion of the equity capital as that to which he was previously entitled.

(xx) Rights Attaching to Shares

All shares of the company to be issued upon the exercise of an option will rank *pari passu* in all respects with all the fully-paid shares of the company for the time being in issue.

(xxi) Lapse of Options

An option will lapse automatically (to the extent not already exercised) on the earliest of (a) the expiry of the Exercise Period, (b) the expiry of the period referred to in paragraph (vii) above unless the holder of option(s) shall have become an employee or director of another member of the group or another associate of the company within such period, (c) the expiry of any of the periods referred to in paragraph (ix) or (x) above, (d) subject to paragraph (x) above, the date of commencement of the winding up of the company, (e) the date on which the holder of option(s) ceases to be an employee or a director of the company, any of its subsidiaries and/or any of its associates which date shall be the last actual working day with or last day in office as a director of the company or the relevant subsidiary/associate of the company, unless the provisions of paragraph (vii), (viii) or (xi) above apply, and (f) the date on which the holder of option(s) commits a breach of paragraph (vi) above.

(xxii) Alterations to the Scheme

The directors of the company may from time to time modify, waive or amend such of the provisions of the scheme as they deem desirable or to the extent as considered necessary by the directors of the company to implement the terms of the scheme provided that:-

- (a) the provisions relating to the matters set out in Rule 17.03 of the Listing Rules cannot be altered to the advantage of grantees of options under the scheme without the prior approval of shareholders of the company in general meeting;
- (b) any alterations to the terms and conditions of the scheme of the company or any of its subsidiaries which are of a material nature or any change to the terms of options granted must be approved by the shareholders of the company, except where the alterations take effect automatically under the existing terms of the scheme;
- (c) the amended terms of the scheme or the options must still comply with the relevant requirements of Chapter 17 of the Listing Rules; and
- (d) any change to the authority of the director or scheme administrators in relation to any alteration to the terms of the scheme must be approved by shareholders of the company in general meeting.

(xxiii) Cancellation of Options

The directors of the company shall have the absolute discretion to cancel any options granted at any time at the request of the holder of option(s) provided that where an option is cancelled and a new option is proposed to be issued to the same holder of option(s), the issue of such new option may only be made with available shares of the company in the authorised but unissued share capital of the company, and available and ungranted options within the limits referred to in paragraphs (xiii) and (xiv) above (and for the purpose of calculating such limits, all cancelled options shall be treated as granted options).

(xxiv) Termination of the Scheme

The company in general meeting or the directors of the company may terminate the scheme at any time, whereupon no further options will be offered but the provisions of the scheme shall remain in force to the extent necessary to give effect to the exercise of any option granted prior thereto or otherwise as may be required in accordance with the provisions of the scheme. Options granted prior to such termination but not yet exercised shall continue to be valid and exercisable in accordance with the provisions of the scheme.

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, 9 June 2011 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 2010.
- (2) To declare a Final Dividend for the financial year ended 31 December 2010.
- (3) To re-elect retiring Directors.
- (4) To appoint Auditors and authorise the Directors to fix their remuneration.

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) with immediate effect, the share option scheme (the “**Scheme**”) produced to this meeting, to which reference was made in the circular dated 28 April 2011 accompanying the notice convening this meeting and marked ‘A’, and a copy of which has been signed by the Chairman of this meeting for the purpose of identification, be and is hereby approved and adopted;
 - (b) the Directors of the Company be and they are hereby authorised to carry the Scheme approved under paragraph (a) of this Resolution into effect and to deal with any and all matters in respect of or in relation to the Scheme, provided that in the event of any matter specifically concerning any offer and/or granting of any option under the Scheme to, and/or concerning any and all modifications of any term and/or condition of any outstanding option held by, any Director of the Company, the Director concerned shall not participate in dealing with the relevant matter and shall abstain from voting thereon; and
 - (c) (aa) the Directors be and they are hereby authorised to offer and grant options under the Scheme and to allot shares in accordance therewith; and
 - (bb) without prejudice to the provisions of the last preceding sub-paragraph (aa) of this paragraph (c), the powers of the Directors pursuant to any general mandate for the time being in force to issue, allot and dispose of shares of the Company shall be deemed to include power to offer and grant options under the Scheme (and the authority thereby conferred shall extend to the allotment of shares after such general mandate shall have ceased to be in force if the shares are allotted in pursuance of options offered or granted as aforesaid while such general mandate was in force).”

(9) **“THAT:**

- (a) the share option scheme (the **“Wharf Scheme”**) of The Wharf (Holdings) Limited (**“Wharf”**) produced to this meeting, to which reference was made in the circular dated 28 April 2011 accompanying the notice convening this meeting and marked ‘B’, and a copy of which has been signed by the Chairman of this meeting for the purpose of identification, be and is hereby approved and adopted, subject to the passing of a resolution also for the approval of the Wharf Scheme by Wharf at a meeting of its shareholder on 7 June 2011; and
- (b) the Directors of the Company acting together, individually or by committee, be and hereby authorised to approve any amendments to the rules of the Wharf Scheme as may be acceptable or not objected to by The Stock Exchange of Hong Kong Limited, and to take all such steps as may be necessary, desirable or expedient to carry into effect the Wharf Scheme subject to and in accordance with the terms thereof with effect from the conclusion of the meeting at which this Resolution is passed.”

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

Hong Kong, 28 April 2011

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 Tuesday, 7 June 2011 to Thursday, 9 June 2011, both days inclusive, during which period no share transfers can be registered. In order to qualify for the abovementioned Final Dividend, 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 Friday, 3 June 2011.*