

**IN THE HIGH COURT OF  
THE HONG KONG SPECIAL ADMINISTRATIVE REGION  
COURT OF FIRST INSTANCE  
MISCELLANEOUS PROCEEDINGS NO. 865 OF 2010**

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**IN THE MATTER OF  
Wheelock Properties Limited  
AND  
IN THE MATTER OF  
the Companies Ordinance, Chapter 32 of the Laws of Hong Kong**

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**NOTICE OF COURT MEETING**

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**NOTICE IS HEREBY GIVEN** that, by an order dated the 14th day of May, 2010 made in the above matters, the High Court (the “Court”) has directed a meeting to be convened of the registered holders of ordinary shares of HK\$0.20 each (“shares”) in the capital of Wheelock Properties Limited (the “Company”) for the purposes of considering and, if thought fit, approving, a scheme of arrangement (the “Scheme of Arrangement”) proposed to be made between the Company and the holders of its ordinary shares of HK\$0.20 each and that such meeting will be held at 10:00 a.m. on the 24th day of June, 2010 at Centenary Room, Ground Floor, The Marco Polo Hongkong Hotel, 3 Canton Road, Kowloon, Hong Kong at which place and time all such holders of the ordinary shares of HK\$0.20 each in the capital of the Company are requested to attend.

A copy of the Scheme of Arrangement and a copy of the explanatory statement required to be furnished pursuant to section 166A of the abovementioned Ordinance are incorporated in the composite document of which this notice forms part. A copy of the composite scheme document can also be obtained by any person entitled to attend the said meeting during usual business hours on any day prior to the day appointed for the said meeting (other than a Saturday, a Sunday or a statutory holiday in Hong Kong):

- (i) at the registered office of the Company, 23rd Floor, Wheelock House, 20 Pedder Street, Hong Kong; and
- (ii) at the office of the share registrar of the Company, Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong.

The abovementioned holders of the ordinary shares of HK\$0.20 each in the capital of the Company may vote in person at the said meeting or they may appoint one or more person(s), whether a member of the Company or not, as their proxy(ies) to attend and vote in their stead. A pink form of proxy for use at the said meeting is enclosed herewith.

In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose, seniority will be determined by the order in which the names of the holders stand in the register of members of the Company in respect of the relevant joint holding.

It is requested that forms appointing proxies be lodged, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or other authority, be deposited at the office of the share registrar of the Company as stated above not less than 48 hours before the time appointed for holding the said meeting.

For the purpose of determining the entitlement to attend and vote at the said meeting, the register of members of the Company will be closed from the 22nd day of June, 2010 to the 24th day of June, 2010 (both days inclusive) and during such period, no transfer of shares will be effected.

By the same order, the Court has appointed Mr. Lau Ling Fai Herald, or failing him, Mr. Luk Koon Hoo, or failing him, Mr. Yee Glenn Sekkemn, or failing him, any other director of the Company, to act as chairman of the said meeting and has directed the chairman to report the result thereof to the Court.

The Scheme of Arrangement will be subject to the subsequent approval of the Court.

Documents set out in Appendix IV to the Scheme Document are available for inspection (i) at the office of Deacons, 5th Floor, Alexandra House, 18 Chater Road, Central, Hong Kong; (ii) at the registered and principal office of the Company at 23rd Floor, Wheelock House, 20 Pedder Street, Hong Kong; (iii) on the website of the Company at [www.wheelockproperties.com](http://www.wheelockproperties.com); and (iv) on the website of the SFC at [www.sfc.hk](http://www.sfc.hk), from the date when the Scheme Document is published until the Effective Date or the date on which the Scheme of Arrangement lapses or is withdrawn, whichever is earlier.

Dated this 19th day of May, 2010.

**Deacons**  
5th Floor, Alexandra House  
Chater Road  
Hong Kong  
*Solicitors for Wheelock Properties Limited*