



WHEELOCK PROPERTIES  
**WHEELOCK PROPERTIES LIMITED**

(Incorporated in Hong Kong with limited liability)

Stock Code: 49

**FORM OF PROXY**  
**FOR THE COURT MEETING ON 24TH JUNE, 2010**  
**(and any adjournment thereof)**

Form of proxy for use at the court meeting (or at any adjournment thereof) (the "Court Meeting") convened at the direction of the High Court of the Hong Kong Special Administrative Region, Court of First Instance of the holders of ordinary shares of HK\$0.20 each in the issued capital of Wheelock Properties Limited (the "Company").

IN THE HIGH COURT OF THE HONG KONG SPECIAL ADMINISTRATIVE REGION, COURT OF FIRST INSTANCE, MISCELLANEOUS PROCEEDINGS, H.C.M.P. NO. 865 OF 2010

In the Matter of Wheelock Properties Limited  
and In the Matter of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)

I/We<sup>1</sup>, \_\_\_\_\_  
of \_\_\_\_\_,  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ ordinary shares of HK\$0.20 each  
in the capital of the Company, **HEREBY APPOINT** the Chairman of the Court Meeting or<sup>3</sup> \_\_\_\_\_

of \_\_\_\_\_  
as my/our proxy to attend and act for me/us and on my/our behalf at the Court Meeting (or at any adjournment thereof) of the holders of ordinary shares of HK\$0.20 each in the capital of the Company to be held at Centenary Room, Ground Floor, The Marco Polo Hongkong Hotel, 3 Canton Road, Kowloon, Hong Kong on Thursday, 24th June, 2010 at 10:00 a.m. for the purpose of considering and, if thought fit, approving (with or without modifications) the Scheme referred to in the notice convening the Court Meeting and at such Court Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) for the Scheme (either with or without modifications, as my/our proxy may approve) or against the Scheme as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit.

FOR the Scheme <sup>4</sup>	AGAINST the Scheme <sup>4</sup>

Signature(s)<sup>5</sup> \_\_\_\_\_

Date \_\_\_\_\_

Notes:

1. Full name(s) and address(es) of the member(s) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of ordinary shares of HK\$0.20 each registered in your name(s) and to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Court Meeting is preferred, strike out the words "the Chairman of the Court Meeting or" and insert the name and address of the proxy desired in the space provided in **BLOCK CAPITALS**. **If no name is inserted, the Chairman of the Court Meeting will act as your proxy. Any alteration made to this form of proxy must be initialled by the person who signs it.** A proxy need not be a member of the Company but must attend the Court Meeting in person to represent you.
4. **IMPORTANT: if you wish to vote for the Scheme, please put a tick in the box marked "FOR the Scheme". If you wish to vote against the Scheme, please put a tick in the box marked "AGAINST the Scheme".** Failure to place a tick in either box will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the Court Meeting other than that referred to in the notice convening the Court Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney or other person duly authorised.
6. In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be lodged with the Registrar of the Company, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Court Meeting or any adjournment thereof.
7. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy or by representative, 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 stand in the register of members of the Company in respect of the relevant joint holding.
8. Completion and return of this form of proxy will not preclude you from attending and voting at the Court Meeting if you so wish. In the event that you attend the Court Meeting, this form of proxy will be deemed to have been revoked.