



WHEELOCK PROPERTIES  
**WHEELOCK PROPERTIES LIMITED**

(Incorporated in Hong Kong with limited liability)

Stock Code: 49

**FORM OF PROXY**  
**FOR THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY**  
**("EGM") (and any adjournment thereof)**

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_,  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ ordinary shares of HK\$0.20 each in the issued capital of Wheelock Properties Limited (the "**Company**") hereby appoint the Chairman of the EGM or<sup>3</sup>  
\_\_\_\_\_ of \_\_\_\_\_  
as my/our proxy to attend and to act for me/us and on my/our behalf at the EGM (or at any adjournment thereof) 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 10:30 a.m. or so soon thereafter as the court meeting, convened by direction of the High Court of Hong Kong for the same place and date, shall have been concluded or adjourned, for the purpose of considering and, if thought fit, passing the resolution set out in the notice convening the EGM which will be proposed as a Special Resolution and at the EGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) as indicated below, and if no such indication is given, as my/our proxy thinks fit.

	FOR <sup>4</sup>	AGAINST <sup>4</sup>
SPECIAL RESOLUTION		

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 form of 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 EGM is preferred, strike out the words "the Chairman of the EGM or" and insert the name and address of the proxy desired in the space provided in **BLOCK CAPITALS**. **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 EGM in person to represent you.
4. **IMPORTANT: if you wish to vote for the resolution, please put a tick in the box marked "FOR". If you wish to vote against the resolution, please put a tick in the box marked "AGAINST".** 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 EGM other than that referred to in the notice convening the EGM.
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, 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 EGM 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 EGM if you so wish. In the event that you attend the EGM, this form of proxy will be deemed to have been revoked.