HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :

30/04/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Wheelock and Company Limited
Date Submitted	6th May, 2019

I. Movements in Authorised Share Capital

1. Ordinary Shares						
(1) Stock code : <u>00020</u> Descrip	otion :	N/A				
	No. of ordinary shares					
Balance at close of preceding month						
Increase/(decrease)						
Balance at close of the month						
(2) Stock code : <u>N/A</u> Descrip	otion :					
	No. of ordinary shares					
Balance at close of preceding month						
Increase/(decrease)						
Balance at close of the month						

2. Preference Shares

Stock code : <u>N/A</u> Descr	iption :		
	No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month	h		
Increase/(decrease)		-	
Balance at close of the month			

3. Other Classes of Shares

Stock code : <u>N/A</u> Dese	cription :		
	No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding mor	nth		
Increase/(decrease)		-	
Balance at close of the month			

Total authorised share capital at the end of the month (*State currency*):

N/A

II. Movements in Issued Share Capital

	No. of ordin	ary shares	No of preference	No. of other		
	(1)	(2)	shares	classes of shares		
Balance at close of preceding month	2,047,949,287	N/A	N/A	N/A		
Increase/ (decrease) during the month	600,000	N/A	N/A	N/A		
Balance at close of the month	2,048,549,287	N/A	N/A	N/A		

III. Details of Movements in Issued Share Capital

Share Options (und	er Share Opt	ion Schemes o	of the Issuer)			
Particulars of						No. of new shares of
share option						issuer which may be
scheme					the month pursuant	issued pursuant
including EGM	N	Novement duri	ng the month		thereto	thereto as at close of
approval date						the month
(dd/mm/yyyy) and class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share	Granieu	LXercised	Cancelleu	Lapseu		
Option Scheme						
adopted on						
09/06/2011						
(Exercise price:						
HK\$36.60 per						
share)						
/						
Ordinary shares	Nil	600,000	Nil	Nil	600,000	3,300,000
(Note 1)		<u> </u>			·	
2.						
(/ /)						
shares						
(Note 1)						
3.						
(/ /)						
shares						
(Note 1)		_				
		Tota	IA. (Ordina			
			(Preference	,		
			•	her class)	N/A	
Total funds raised d of options (State cu		nth from exerci		21,960,000	0.00	

Warrants to Issue Shares of the	e Issuer which	are to be	e Listed				
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nomina at clos prece mor	se of ding	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1. N/A</u>							
	<u> </u>						
Class of shares							
EGM approval date							
(if applicable) (dd/mm/yyyy)	(/ /)					
2. N/A							
	<u> </u>						<u> </u>
Stock code (if listed)							
Class of shares							
issuable (Note 1)							
Subscription price							
EGM approval date							
(if applicable) (dd/mm/yyyy)	()					
3. N/A	(/ /)					
(/ /)							
Stock code (if listed)							
Class of shares							
issuable <i>(Note 1)</i> Subscription price							
EGM approval date							
(if applicable)							
	(/ /)					
<u>4. N/A</u>							
(/ /)							
Stock code (if listed)							
Class of shares							
iccuchla (Nata 1)							
Subscription price							
EGM approval date							
(if applicable) (dd/mm/yyyy)	(/ /)					
(dd/11111/yyyy))					
			Total B.	(Ordina	ary shares)	N/A	
					ce shares)	N/A	_
				(O	ther class)	N/A	-

Convertibles (i.e. Convertible	into Shares of th	ne Issuer whi	ch are to be Liste	ed)		
Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
Stock code (if listed) Class of shares issuable <i>(Note 1)</i> Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)) 2. N/A	(/ /)					
2. N/A						
Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
<u>3. N/A</u>						
Stock code (if listed) Class of shares issuable (Note 1) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
<u>4. N/A</u>	_					
Stock code (if listed) Class of shares issuable <i>(Note 1)</i> Subscription price EGM approval date						
(if applicable) (dd/mm/yyyy)	(//)		Total C. (Ordina		N/A N/A	-
			•	ce shares) ther class)	N/A N/A	-

Any other Agreements or Arrangements to Issue Shares of the Issue Options (other than under Share Option Schemes)	er which are to be Liste	ed, including
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A		
	-	
shares (Note 1)	-	
2. <u>N/A</u>	-	
	-	
	-	
shares (Note 1)		
3. <u>N</u> /A	_	
	-	
	-	
shares (Note 1)	-	
Total D. (Ordinary shares)	N/A	
(Preference shares) (Other class)	N/A N/A	
	IN/A	

Oth	ner Movements	in Issued Sha	re Capital					
			·				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
-	Type of Issue							montin
				Class of shares issuable (Note 1)				
1.	Rights issue	At price :	State <u>N/A</u> currency	Issue and allotment date : (dd/mm/yyyy)	(/	/)		
				EGM approval date: (dd/mm/yyyy)	(/	/)		
				Class of shares issuable (Note 1)				
2.	Open offer	At price :	State <u>N/A</u>	Issue and allotment date : (dd/mm/yyyy)	(/	/)		
				EGM approval date: (dd/mm/yyyy)	(/	/)		
				Class of shares issuable (Note 1)				
3.	Placing	At price :	State <u>N/A</u> currency	Issue and allotment date : (dd/mm/yyyy)	(/	/)		
				EGM approval date: (dd/mm/yyyy)	(/	/)		
				Class of shares issuable (Note 1)				
4.	Bonus issue		<u>N/A</u>	Issue and allotment date : (dd/mm/yyyy)	(/	/)		
				EGM approval date: (dd/mm/yyyy)	(/	/)		

	Type of Issue								No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
				Class of shares						
				issuable (Note 1)	,	,	1	`		
5.	Scrip dividend	At price :	State currency <u>N/A</u>	Issue and allotment date : (dd/mm/yyyy)	(/	/)		
				EGM approval date: (dd/mm/yyyy)	(/	/)		
				Class of shares repurchased (Note 1)						
6.	Repurchase of shares		_N/A	Cancellation date : (dd/mm/yyyy)	(/	/)		
				EGM approval date: (dd/mm/yyyy)	(/	/)		
										_
				Class of shares redeemed (Note 1)	_					
7.	Redemption of shares		_N/A_	Redemption date : (dd/mm/yyyy)	(/	/)		
				EGM approval date: (dd/mm/yyyy)	(/	/)		
				Class of shares issuable (Note 1)						
8.	Consideration issue	At price :	State <u>N/A</u>	Issue and allotment date : (dd/mm/yyyy)	(/	/)		
				EGM approval date: (dd/mm/yyyy)	(/	/)		

9. Capital reorganisation N/A Issue and allotment date: (///) Issue and allotment date: (dd/mm/yyyy) Image: (///) Image: (///) 10. Other (Please specify) At price : State currency N/A Issue and allotment (///) Image: (///) 10. Other (Please specify) At price : State currency N/A Issue and allotment (///) Issue and allotment (///) Image: GM approval date: (///) Issue and allotment (///) Image: (///) Image: GM approval date: (///) Issue and allotment (///) Image: (///) Image: GM approval date: (///) Image: (///) Image: (///) Image: GM approval date: (///) Image: (///) Image: (///) Image: GM approval date: (///) Image: (///) Image: (///) Image: GM approval date: (///) Image: (///) Image: (///) Image: GM approval date: (///) Image: (///) Image: (///) Image: GM approval date: (///) Image: (///) Image: (///) Image: GM approval date: (///) Image: GM approval date: (///) Image: GM approval date: (///) Image: GM approval date: (///) Image: GM approval date: (///) Image: GM approval date: (///)		Type of Issue			No. of new shares of issuer during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
reorganisation INA date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: 10. Other (dd/mm/yyyy) (Please specify) At price : State N/A Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: Total E. (Ordinary shares) N/A (Preference shares)	9.	Capital	N/A	issuable (Note 1)		
10. Other (Please specify) At price : State (Please specify) At price : State currency N/A EGM approval date: (//) (dd/mm/yyyy) Total E. (Ordinary shares) N/A (Preference shares) N/A				date : (dd/mm/yyyy) EGM approval date: (/ /)		
10. Other (Please specify) At price : State (Please specify) At price : State currency N/A EGM approval date: (//) (dd/mm/yyyy) Total E. (Ordinary shares) N/A (Preference shares) N/A						
(Please specify) At price : currency lissue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) Total E. (Ordinary shares) N/A (Preference shares) N/A						
(dd/mm/yyyy)	10.	Other (Please specify) At price :				
shares) N/A (Preference shares) N/A						
shares) N/A (Preference shares) N/A						_
(Preference shares) N/A						
(Other class) N/A				(Preference share	es) N/A	_
				(Other clas	ss) <u>N/A</u>	-

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	600,000
(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	N/A
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)	

IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;

- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):

Notes :

1. State the class of shares (e.g. ordinary, preference or other).

(Director, Secretary or other duly authorised officer)

- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. *"Identical" means in this context:*
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.