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WHEELOCK

Founded 1857

WHEELOCK AND COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

Stock Code: 20

HCMP 359/2020

**IN THE HIGH COURT OF THE
HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
MISCELLANEOUS PROCEEDINGS NO. 359 OF 2020**

**IN THE MATTER OF
WHEELOCK AND COMPANY LIMITED
會德豐有限公司**

AND

**IN THE MATTER OF
THE COMPANIES ORDINANCE,
CHAPTER 622 OF THE LAWS OF
THE HONG KONG SPECIAL ADMINISTRATIVE REGION**

NOTICE OF COURT MEETING

NOTICE IS HEREBY GIVEN that, by an order (the “**Order**”) made in the above matters, the High Court of the Hong Kong Special Administrative Region (the “**High Court**”) has directed a meeting (the “**Meeting**”) to be convened of the registered holders (the “**Scheme Shareholders**”, and each, a “**Scheme Shareholder**”) of the shares (“**Shares**”) in the capital of Wheelock and Company Limited (the “**Company**”) (other than those in which Mr. Woo, the Mr. Woo Entities and the Trustee (in its capacity as the trustee of the Trust) are interested) (the “**Scheme Shares**”) for the purpose of considering and, if thought fit, approving, with or without modification, a scheme of arrangement (the “**Scheme**”) proposed to be made between the Company and the Scheme Shareholders as at the Proposal Record Date (as defined in the Scheme), and that such Meeting will be held at 10:00 a.m. on Tuesday, 16 June 2020 in the Centenary Room, Ground Floor, Marco Polo Hongkong Hotel, 3 Canton Road, Kowloon, Hong Kong at which place and time all Scheme Shareholders are requested to attend.

A copy of the Scheme and a copy of the explanatory statement (the “**Explanatory Statement**”) explaining the effect of the Scheme, required to be furnished pursuant to section 671 of the abovementioned Ordinance, are incorporated in the scheme document of which this Notice forms part (the “**Scheme Document**”), which has been despatched by post to the Scheme Shareholders. A copy of the Scheme Document can also be obtained by any person entitled to attend the Meeting during usual business hours on any day prior to the day appointed for the Meeting (other than a Saturday, a Sunday or a public holiday in Hong Kong) (i) from the share registrar of the Company, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong and (ii) at the office of the Company’s solicitors, Messrs. Deacons, at 5th Floor, Alexandra House, 18 Chater Road, Central, Hong Kong. The Scheme Document is also available at www.wheelockcompany.com.

In compliance with the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”), Shares held by the Offeror and parties acting in concert (as defined in the Takeovers Code) with it may not be voted at the Meeting. Only Shares held by other Scheme Shareholders are eligible for voting thereat.

The above-mentioned Scheme Shareholders may vote in person at the Meeting or they may appoint one or more persons, whether a member of the Company or not, as their proxy to attend and vote in their stead. A **pink** form of proxy for use at the Meeting is enclosed with the Scheme Document.

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

It is requested that forms appointing proxies, together with the power of attorney or other authority, if any, under which they are signed or a notarially certified copy of that power or authority (in the case of a corporation either under seal or under the hand of an officer or attorney duly authorised and to the satisfaction of the directors of the Company), be lodged at the Company’s share registrar as stated above no later than 48 hours (exclusive of any part of a day that is a public holiday) before the time appointed for holding the Meeting or any adjournment thereof.

Completion and return of the form of proxy will not preclude a Scheme Shareholder from attending and voting in person at the Meeting or any adjournment thereof. In the event that an eligible Scheme Shareholder attends and votes at the Meeting or any adjournment thereof after having lodged his form of proxy, his form of proxy shall be deemed to be revoked by operation of law.

Taking into account the recent developments relating to the coronavirus disease 2019 (“**COVID-19**”), the Company has been informed by Marco Polo Hongkong Hotel (“**Hotel**”) that there will be compulsory body temperature screening by the Hotel in respect of all persons visiting the Hotel and anyone with a body temperature of more than 37.3 degrees Celsius will not be given access to the Hotel. In such case, denied entry to the Hotel also means you will not be allowed to attend the Meeting. The Company is supportive of these efforts given the development of COVID-19 and, in addition, will require all who attend the Meeting to wear facial surgical masks before they are permitted to attend, and during their attendance of, the Meeting.

For the health and safety of the Scheme Shareholders, the Company would like to encourage the Scheme Shareholders, in particular, those Scheme Shareholders subject to quarantine or self-quarantine in relation to COVID-19, to exercise their right to vote at the Meeting by appointing the chairman of the Meeting as their proxy instead of attending the Meeting in person. Physical attendance is not necessary for the purpose of exercising shareholders' rights. Completion and return of the enclosed form of proxy in respect of the Meeting will not preclude the Scheme Shareholders from attending and voting in person at the Meeting or any adjournment thereof should they subsequently so wish.

On 8 May 2020, the Government of Hong Kong promulgated a new regulation to prohibit group gatherings with more than eight people in public places (“**Measures**”) and the Measures are subject to adjustments according to the latest developments of the COVID-19 pandemic. Since the proceeding of the Meeting as convened herein may or may not be affected, **Scheme Shareholders are advised to keep themselves abreast of further announcements (if any) made by the Company which will be posted on the website of the Stock Exchange (www.hkexnews.hk) and the Company’s website (www.wheelockcompany.com).**

For the purpose of determining the entitlements of Scheme Shareholders to attend and vote at the Meeting, the register of members of the Company will be closed from Thursday, 11 June 2020 to Tuesday, 16 June 2020, both days inclusive, and during such period, no transfer of Shares will be effected. In order to qualify to vote at the Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company’s share registrar as stated above before 4:30 p.m. (Hong Kong time) on Wednesday, 10 June 2020.

By the same order, the High Court has appointed Mr. Stephen T. H. Ng, or failing him, Mr. Paul Y. C. Tsui, or failing him, any other available director of the Company, all being directors of the Company, to act as chairman of the Meeting and has directed the chairman of the Meeting to report the result thereof to the High Court.

The Scheme will be subject to the subsequent sanction of the High Court as set out in the Explanatory Statement contained in the Scheme Document.

Dated the 21st day of May 2020.

Deacons
Solicitors for the Company
5th Floor
Alexandra House
18 Chater Road
Central, Hong Kong

As at the date of this Notice, the board of directors of the Company comprises Mr. Douglas C. K. Woo, Mr. Stephen T. H. Ng, Mr. Stewart C. K. Leung, Mr. Paul Y. C. Tsui, Mr. Ricky K. Y. Wong, Mr. Horace W. C. Lee and Mrs. Mignonne Cheng, together with seven independent non-executive Directors, namely, Mr. Tak Hay Chau, Mr. Winston K. W. Leong, Mr. Alan H. Smith, Mr. Richard Y. S. Tang, Mr. Kenneth W. S. Ting, Ms. Nancy S. L. Tse and Dr. Glenn S. Yee.