



WHEELOCK

Founded 1857

WHEELOCK AND COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

Stock Code: 20

Form of Proxy for the Court Meeting  
to be held on 16 June 2020 (or any adjournment thereof)

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** and In the Matter of the Companies Ordinance, Chapter 622 of the Laws of the Hong Kong Special Administrative Region.

**Form of proxy for the meeting of the registered holders of the shares in the capital of Wheelock and Company Limited (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") convened at the direction of the High Court of the Hong Kong Special Administrative Region on Tuesday, 16 June 2020 at 10:00 a.m. (or any adjournment thereof) (the "Court Meeting").**

I/We<sup>1</sup>, \_\_\_\_\_ of \_\_\_\_\_, being a member of **Wheelock and Company Limited** (the "**Company**"), hereby appoint<sup>2</sup> \_\_\_\_\_ of \_\_\_\_\_, or failing him/her, the Chairman of the Court

Meeting, as my/our proxy to attend and to act for me/us and on my/our behalf as directed below at the Court Meeting (or any adjournment thereof) to be held in the Centenary Room, Ground Floor, Marco Polo Hongkong Hotel, 3 Canton Road, Kowloon, Hong Kong on Tuesday, 16 June 2020 at 10:00 a.m. (Hong Kong time) for the purpose of considering and, if thought fit, approving, with or without modification, a scheme of arrangement dated 21 May 2020 proposed to be made between the Company and the holders of Scheme Shares referred to in the notice convening the Court Meeting (the "**Scheme**") and, at such Court Meeting (or any adjournment thereof), to vote for me/us and in my/our name(s) for the Scheme (either with or without modification, as my/our proxy may approve) or against the Scheme as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

FOR the Scheme <sup>3</sup>	AGAINST the Scheme <sup>3</sup>

Member's signature(s): \_\_\_\_\_ Proxy's specimen signature: \_\_\_\_\_

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2020 No. of shares held<sup>4</sup>: \_\_\_\_\_

Notes:

1. Full name(s) and address(es) of the member(s) completing this form should be inserted in **Block Capitals** in the space provided. The names of all joint holders should be stated.
2. Any member of the Company entitled to attend, speak and vote at the Court Meeting is entitled to appoint another person to attend, speak and vote instead of him/her. A proxy need not be a member of the Company but must attend the Court Meeting in person to represent you. Insert in **Block Capitals** the name(s) and address(es) of the proxy or proxies desired in the space provided. **If no name is inserted, the Chairman of the Court Meeting will act as your proxy.**
3. **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 put a tick (✓) in either box or putting a tick in both boxes will entitle your proxy to cast your vote or abstain at his/her discretion.**
4. Insert the number of shares in the capital of the Company 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 shares in the capital of the Company that are registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy is so appointed must be specified in the form of proxy.
5. This form of proxy must be signed by you or your agent duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an agent or officer or other person duly authorised. **Any alteration made to this form of proxy must be initialed by the person(s) who sign(s) it.**
6. In the case of joint holders of a share in the capital of the Company, the vote of the most senior holder who tenders a vote, whether in person or by proxy or by representative, 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 share.
7. To be valid, this form of proxy must be completed and lodged at the Company's share registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours (exclusive of any part of a day that is a public holiday) before the time appointed for holding the Court Meeting, or in any case of any adjournment thereof, not less than 48 hours (exclusive of any part of a day that is a public holiday) before the time appointed for the holding of such adjourned meeting. This form of proxy may alternatively be handed to the Chairman of the Court Meeting at the Court Meeting.
8. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Court Meeting (or any adjournment thereof) if you so wish. In the event that you attend and vote at the Court Meeting (or any adjournment thereof) after having lodged this form of proxy, this form of proxy will be deemed to have been revoked by operation of law.
9. The notice of the Court Meeting is set out in the scheme document dated 21 May 2020 jointly issued by the Company and Admiral Power Holdings Limited.
10. Unless otherwise stated, capitalised terms used above shall have the meaning ascribed thereto in the scheme document dated 21 May 2020 jointly issued by the Company and Admiral Power Holdings Limited.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of the name(s) and address(es) of yourself and your proxy(ies) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and/or your voting instructions for the Court Meeting of the Company (the "**Purposes**"). We may transfer such data provided by you to our Share Registrar and agent(s) for the Purposes or such other parties who are authorised by law to request the information. The data will be retained for such period as may be necessary for our verification and record purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be made in writing to the Personal Data Privacy Officer of Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.