



WHEELOCK

Founded 1857

WHEELOCK AND COMPANY LIMITED

Stock Code: 20

**Form of Proxy for the Annual General Meeting (the “Annual General Meeting”)
to be held on 16 June 2020 (or any adjournment thereof)**

I/We¹, _____ of _____, being a member of **Wheelock and Company Limited** (the “Company”), hereby appoint² _____ of _____, or failing him/her, the Chairman of the Annual General Meeting, as my/our proxy to attend and to act for me/us and on my/our behalf as directed below at the Annual General 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 10:15 a.m. (Hong Kong time) or as soon thereafter as the court meeting, convened by direction of the High Court of the Hong Kong Special Administrative Region at the same place and on the same date, shall have been concluded or adjourned, for the purpose of considering and, if thought fit, passing the following resolutions in respect of the undermentioned matters as set out in the notice convening the Annual General Meeting and, at the Annual General Meeting (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.

ORDINARY RESOLUTIONS ³		For ⁴	Against ⁴
1	To adopt the Financial Statements and the Reports of the Directors and Independent Auditor for the financial year ended 31 December 2019.		
2	(a) To re-elect Mr. Douglas C. K. Woo, a retiring Director, as a Director.		
	(b) To re-elect Mr. Ricky K.Y. Wong, a retiring Director, as a Director.		
	(c) To re-elect Mr. Horace W. C. Lee, a retiring Director, as a Director.		
	(d) To re-elect Mr. Winston K. W. Leong, a retiring Director, as a Director.		
	(e) To re-elect Mr. Richard Y. S. Tang, a retiring Director, as a Director.		
	(f) To re-elect Dr. Glenn S. Yee, a retiring Director, as a Director.		
3	To re-appoint KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration.		
4	To give a general mandate to the Directors for buy-back of shares by the Company.		
5	To give a general mandate to the Directors for issue of shares.		
6	To approve the addition of bought back shares to the share issue general mandate stated under Resolution No. 5.		
SPECIAL RESOLUTION ³			
7	To approve the scheme of arrangement dated 21 May 2020 (the “Scheme”) between the Company and the Scheme Shareholders (as defined in the Scheme), for the purpose of giving effect to the Scheme; to approve (i) the reduction of the share capital of the Company, (ii) the increase in the share capital of the Company and (iii) the issue and allotment of new shares in the capital of the Company to Admiral Power Holdings Limited; to approve the withdrawal of listing of shares in the capital of the Company on The Stock Exchange of Hong Kong Limited, subject to the Scheme taking effect; and to authorise the directors of the Company to do all acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme.		

Member’s signature(s): _____

Proxy’s specimen signature: _____

Signed this _____ day of _____ 2020

No. of shares held⁵: _____

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 Annual General 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 Annual General 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 Annual General Meeting will act as your proxy.**
3. The full text of the resolution is set out in the notice of the Annual General Meeting dated 21 May 2020.
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 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.**
5. 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.
6. 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.**
7. 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.
8. 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 before the time appointed for holding the Annual General 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. In calculating the 48 hours mentioned above, no account is to be taken of any public holiday(s) (including Sunday) or any part thereof.
9. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Annual General Meeting (or any adjournment thereof) if you so wish. In the event that you attend and vote at the Annual General 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.
10. Unless otherwise stated, capitalised terms used above shall have the meaning ascribed thereto in the circular dated 21 May 2020 issued by the Company and 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 Annual General 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.