



WHARF

Established 1886

THE WHARF (HOLDINGS) LIMITED

(Incorporated in Hong Kong with limited liability)

Stock Code: 4

Form of Proxy for Annual General Meeting

I/We¹, _____ of _____, being the registered holder(s) of _____ shares³ in

The Wharf (Holdings) Limited (the “Company”), hereby appoint⁴ _____ of _____ or failing him/her, the Chairman of the Meeting, as my/our proxy at the Annual General Meeting of the Company (the “AGM”) to be held in Centenary Room, Ground Floor, The Marco Polo Hongkong Hotel, 3 Canton Road, Kowloon, Hong Kong on Thursday, 9 May 2024 at 11:15 a.m. and at any adjournment thereof, and to vote on my/our behalf on the proposed resolutions in respect of the undermentioned matters as indicated below, or, if no such indication is given, as my/our proxy thinks fit:

ORDINARY RESOLUTIONS		For ⁵	Against ⁵
1	To adopt the Financial Statements and the Reports of the Directors and Independent Auditor for the financial year ended 31 December 2023.		
2	(a) To re-elect Ms. Yen Thean LENG, a retiring Director, as a Director.		
	(b) To re-elect Professor Edward Kwan Yiu CHEN, a retiring Director, as a Director.		
	(c) To re-elect Mr. Richard Yat Sun TANG, a retiring Director, as a Director.		
	(d) To re-elect Mr. David Muir TURNBULL, a retiring Director, as a Director.		
3	(a) To approve an increase in the rate of annual fee payable to the Chairman of the Company.		
	(b) To approve an increase in the rate of annual fee payable to each of the Directors, other than the Chairman, of the Company.		
	(c) To approve an increase in the rate of annual fee payable to the chairman of the Audit Committee of the Company.		
	(d) To approve an increase in the rate of annual fee payable to each member, other than the chairman, of the Audit Committee of the Company.		
	(e) To approve an increase in the rate of annual fee payable to the chairman and each member of the Remuneration Committee of the Company.		
4	To re-appoint KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration.		
5	To give a general mandate to the Directors for buy-back of shares by the Company. ⁶		
6	To give a general mandate to the Directors for issue of shares. ⁶		
7	To approve the addition of bought back shares to the share issue general mandate stated under Resolution No. 6. ⁶		

Shareholder's signature(s): _____ Proxy's specimen signature: _____

Signed this _____ day of _____ 2024

Notes:

- Full name(s) and address(es) of the shareholder(s) completing this form should be inserted in **Block Capitals** in the space provided.
- A shareholder is entitled to appoint one or more proxies at his/her own choice. A proxy need not be a shareholder of the Company.
- Please insert the number of relevant shares to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all the shares in the Company that are registered under your name(s).
- Please insert in **Block Capitals** the name(s) and address(es) of the proxy or proxies desired in the space provided. **Any alteration to this proxy form must be initialled by the shareholder(s) who sign(s) it.** A corporation may execute a proxy form either under seal or under the hand of an officer or attorney duly authorised. **If no name is given, the Chairman of the Meeting will act as your proxy.**
- Important: if you wish your proxy to vote for a particular resolution, place a “√” in the appropriate box under “For”. If you wish your proxy to vote against a particular resolution, place a “√” in the appropriate box under “Against”.** If this proxy form is returned to the Company without properly indicating how the proxy shall vote on any particular resolution, the proxy shall be entitled to exercise his/her discretion as to whether he/she votes in respect of the relevant resolution and if so how.
- The full text of Resolutions 5 to 7 are set out in the Notice of AGM.
- In order to be valid, this proxy form must be completed and returned to the Company's Share Registrar (the “**Share Registrar**”), Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, 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 of attorney or authority), not later than 11:15 a.m. on Tuesday, 7 May 2024, or in 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 proxy form sent electronically or by any other data transmission process will not be accepted.

Personal Information Collection Statement

Your supply of the name(s) and other personal data 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 AGM 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 (Cap. 486 of the laws of Hong Kong) and any such request should be made in writing to the Personal Data Privacy Officer of Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.