

IMPORTANT

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WHARF

Established 1886

THE WHARF (HOLDINGS) LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 4)

Directors:

Mr. Stephen T. H. Ng (*Chairman & Managing Director*)
Mr. Andrew O. K. Chow (*Deputy Chairman*)
Ms. Doreen Y. F. Lee (*Vice Chairman*)
Mr. Paul Y. C. Tsui (*Vice Chairman &
Group Chief Financial Officer*)
Ms. Y. T. Leng
Mr. K. P. Chan

Registered Office:

16th Floor, Ocean Centre,
Harbour City, Canton Road,
Kowloon,
Hong Kong

Independent Non-executive Directors:

Mr. Alexander S. K. Au, OBE
Professor Edward K. Y. Chen, GBS, CBE, JP
Hon. Vincent K. Fang, SBS, JP
Mr. Hans Michael Jebsen, BBS
Mr. David M. Turnbull
Professor E. K. Yeoh, GBS, OBE, JP

8 April 2016

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATES FOR BUY-BACK AND ISSUE OF SHARES,
AND
NOTICE OF ANNUAL GENERAL MEETING**

- (1) The purpose of this Circular is to provide you with the information in connection with the resolutions to be proposed at the forthcoming annual general meeting of The Wharf (Holdings) Limited (the “**Company**”; together with its subsidiaries, the “**Group**”) to be held on 11 May 2016 (the “**AGM**”) to, *inter alia*: (i) re-elect retiring directors of the Company (the “**Directors**”); and (ii) grant general mandates to buy back shares and to issue new shares of the Company.

- (2) Five Directors, namely, Mr. Alexander S. K. Au, Mr. K. P. Chan, Professor Edward K. Y. Chen, Mr. Hans Michael Jebsen and Ms. Y. T. Leng (the “**Retiring Directors**”), will retire from the board of Directors (the “**Board**”) and are proposed to be re-elected at the AGM. Mr. Au, Professor Chen and Mr. Jebsen, each being Independent Non-executive Director (“**INED**”), who are eligible for re-election at the AGM, have made annual confirmations of independence pursuant to Rule 3.13 of the Listing Rules. The Retiring Directors, after their re-election at the AGM, will not have any fixed term of service with the Company but are subject to retirement from the Board at annual general meetings of the Company on the lapse of two or three years. So far as the Directors are aware, save as disclosed below, as at 30 March 2016 (being the latest practicable date for determining the relevant information in this Circular) (the “**Latest Practicable Date**”), (i) none of the Retiring Directors had any interest (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong) (the “**SFO**”) in the securities of the Company; (ii) none of the Retiring Directors held, or in the past three years held, any directorship in any listed public company or held any other major appointments or qualifications; (iii) none of the Retiring Directors had any relationship with any other Directors, senior management or any substantial or controlling shareholders of the Company; and (iv) in relation to the proposed re-election of the Retiring Directors, there is no information which is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), and there is no other matter which needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

Set out below is relevant information relating to the Retiring Directors proposed to be re-elected at the AGM:

Mr. Alexander Siu Kee AU, *OBE*, aged 69, has been an INED of the Company since 22 October 2012. He also serves as a member of the Company’s Audit Committee. A banker by profession, he was the chief executive officer of Hang Seng Bank Limited from October 1993 to March 1998 and of Oversea-Chinese Banking Corporation Limited in Singapore from September 1998 to April 2002.

Currently, Mr. Au is the chairman and non-executive director of Henderson Sunlight Asset Management Limited, being the manager of the publicly-listed Sunlight Real Estate Investment Trust. He is an INED of publicly-listed Henderson Investment Limited, and also a non-executive director of two other companies publicly-listed in Hong Kong, namely, Hong Kong Ferry (Holdings) Company Limited and Miramar Hotel and Investment Company, Limited. Mr. Au was formerly an INED of Wheelock and Company Limited, which is the Company’s holding company, from September 2002 to October 2012 and of Henderson Land Development Company Limited from December 2012 to June 2015, both publicly listed in Hong Kong. An accountant by training, Mr. Au is a Chartered Accountant as well as a fellow of The Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants.

As at the Latest Practicable Date, Mr. Au had interests (within the meaning of Part XV of the SFO) in 100,000 shares of the Company, representing 0.003% of the aggregate number of shares of the Company in issue. Mr. Au receives from the Company a Director's fee and an Audit Committee member's fee at such rates approved by Shareholders from time to time, currently being HK\$150,000 and HK\$75,000 per annum respectively. The relevant fee(s) payable to him is/are determined by reference to the level of fee normally payable by a listed company in Hong Kong to an INED. He has no service contract with the Group and therefore he receives no emolument from the Group other than the abovementioned Director's fee and Audit Committee member's fee.

Mr. Kwok Pong CHAN, aged 55, joined the Group in 1993 and has been a Director of the Company since May 2015. He has been involved in various property development projects of the Group in both China and Hong Kong. He is an executive director of Wharf China Development Limited and Wharf China Estates Limited, both wholly-owned subsidiaries of the Company. He is now working on the Group's China Development Property strategy as well as to oversee the Group's massive China Investment Property construction projects. He was formerly a director of Harbour Centre Development Limited, a publicly listed subsidiary of the Company, from April 2013 to May 2015.

Mr. Chan graduated from the Polytechnic University of Hong Kong with Associateship in Civil & Structural Engineering. He is a member of the Hong Kong Institution of Engineers as well as the Institution of Civil Engineers, UK and also a chartered engineer of the Engineering Council UK.

As at the Latest Practicable Date, Mr. Chan had interests (within the meaning of Part XV of the SFO) in share options to subscribe for 1,250,000 new shares of the Company. Mr. Chan receives from the Company a Director's fee at such rate approved by Shareholders from time to time, currently being HK\$150,000 per annum. Under the existing service contract between the Group and Mr. Chan, the total amount of his emolument, inclusive of basic salary and various allowances etc., is approximately HK\$3.39 million per annum. In addition, a discretionary bonus is normally payable to Mr. Chan with the amount of such bonus to be fixed unilaterally by the employer in each year. The amount of the emolument payable to Mr. Chan is determined by reference to the range of remuneration package normally granted by employers in Hong Kong to a senior executive of comparable calibre and job responsibilities.

Professor Edward Kwan Yiu CHEN, *GBS, CBE, JP*, aged 71, has been an INED of the Company since 2002. He was the president of Lingnan University in Hong Kong from September 1995 to August 2007. He is an honorary professor of the Open University of Hong Kong and a distinguished fellow of the Hong Kong Institute for the Humanities and Social Sciences at The University of Hong Kong. He is now Chairman of HKU SPACE and President of the Qianhai Institute for Innovative Research in Shenzhen. He was a member of the Legislative Council of Hong Kong from 1991 to 1992, and a member of the Executive Council of Hong Kong from 1992 to 1997. He is a director of a publicly-listed company in Hong Kong, namely, First Pacific Company Limited. He was formerly a director of publicly listed Asia Satellite Telecommunications Holdings Limited.

Professor Chen was educated at The University of Hong Kong (Bachelor of Arts and Master of Social Science) and Oxford University (Doctor of Philosophy). He was appointed a Justice of the Peace in 1993 and awarded a CBE in 1995. In 2003, he was awarded the Gold Bauhinia Star Medal by the Hong Kong SAR Government.

Professor Chen receives from the Company a Director's fee at such rates approved by Shareholders from time to time, currently being HK\$150,000 per annum. The relevant fee(s) payable to him is/are determined by reference to the level of fee normally payable by a listed company in Hong Kong to an INED. He has no service contract with the Group and therefore he receives no emolument from the Group other than the abovementioned Director's fee.

Professor Chen has served as an INED of the Company for more than nine years. Notwithstanding such a long continuous period of his holding office as an INED of the Company, given that he has confirmed in writing to the Company of his independence with reference to various matters set out in Rule 3.13 of the Listing Rules, the Board is satisfied with his independence and believes he is still independent. Furthermore, given the extensive knowledge and experience of Professor Chen, the Board believes that his re-election is in the best interests of the Company and its Shareholders and therefore he should be re-elected. Pursuant to Code Provision A.4.3 of the Corporate Governance Code set out in Appendix 14 of the Listing Rules, such re-election will be subject to a separate resolution to be approved by the Shareholders at the AGM.

Mr. Hans Michael JEBSEN, *BBS*, aged 59, has been an INED of the Company since 2001. He also serves as a member of the Company's Audit Committee, Nomination Committee and Remuneration Committee. He is the chairman of Jebsen and Company Limited and also a non-executive director of publicly-listed Hysan Development Company Limited. He currently holds a number of public offices, namely, a trustee of World Wide Fund for Nature Hong Kong, the vice chairman and a board member of the Asian Cultural Council Board of Trustees, affiliate of the Rockefeller Brothers Fund, New York; a member of the Advisory Council of the Business School of The Hong Kong University of Science & Technology and a member of Hong Kong-Europe Business Council of the Hong Kong Trade Development Council, Advisory Council as well as Board of Trustees of Asia Society Hong Kong Center and Advisory Board of the Hong Kong Red Cross.

After schooling in Germany and Denmark, he received a two-year banking education in Germany and the UK and studied Business Administration at the University of St. Gallen in Switzerland from 1978 to 1981.

Mr. Jebsen was awarded the Bronze Bauhinia Star by the Hong Kong SAR Government in 2001, made a Knight of the Dannebrog by receiving the Silver Cross of the Order of Dannebrog by H. M. The Queen of Denmark in 2006, was awarded the Merit Cross of the Order of the Merit of the Federal Republic of Germany in 2008 and received the title "Hofjægermester" by H. M. The Queen of Denmark in January 2011. In 2014, Mr. Jebsen was awarded the Knight of 1st Class of the Order of Dannebrog, Denmark. Since 2015, he has also been a member of the Operations Review Committee of the Independent Commission Against Corruption. In 2015, Mr. Jebsen was also awarded Doctor of Business Administration honoris causa of The Hong Kong University of Science & Technology.

Mr. Jebsen receives from the Company a Director's fee and an Audit Committee member's fee at such rates approved by Shareholders from time to time, currently being HK\$150,000 and HK\$75,000 per annum respectively. The relevant fee(s) payable to him is/are determined by reference to the level of fee normally payable by a listed company in Hong Kong to an INED. He has no service contract with the Group and therefore he receives no emolument from the Group other than the abovementioned Director's fee and Audit Committee member's fee.

Mr. Jebsen has served as an INED of the Company for more than nine years. Notwithstanding such a long continuous period of his holding office as an INED of the Company, given that he has confirmed in writing to the Company of his independence with reference to various matters set out in Rule 3.13 of the Listing Rules, the Board is satisfied with his independence and believes he is still independent. Furthermore, given the extensive knowledge and experience of Mr. Jebsen, the Board believes that his re-election is in the best interests of the Company and its Shareholders and therefore he should be re-elected. Pursuant to Code Provision A.4.3 of the Corporate Governance Code set out in Appendix 14 of the Listing Rules, such re-election will be subject to a separate resolution to be approved by the Shareholders at the AGM.

Ms. Yen Thean LENG, *BSc(Hons), MRICS, MHKIS, RPS*, aged 44, has been a Director of the Company since 11 April 2013. She joined the Group in 2004. Being an executive director of Wharf Estates Limited, Ms. Leng is responsible, *inter alia*, for managing the Group's core investment properties in Hong Kong, namely, Harbour City, Times Square and Plaza Hollywood. She was formerly a director of Harbour Centre Development Limited from 1 July 2012 to 10 April 2013. Ms. Leng is a chartered surveyor and holds a Bachelor Degree in Land Management with first class honors and has extensive experience in the real estate industry.

As at the Latest Practicable Date, Ms. Leng had interests (within the meaning of Part XV of the SFO) in share options to subscribe for 1,250,000 new shares of the Company. Ms. Leng receives from the Company a Director's fee at such rate approved by Shareholders from time to time, currently being HK\$150,000 per annum. Under the existing service contract between the Group and Ms. Leng, the total amount of her emolument, inclusive of basic salary and various allowances etc., is approximately HK\$3.88 million per annum. In addition, a discretionary bonus is normally payable to Ms. Leng with the amount of such bonus to be fixed unilaterally by the employer in each year. The amount of the emolument payable to Ms. Leng is determined by reference to the range of remuneration package normally granted by employers in Hong Kong to a senior executive of comparable calibre and job responsibilities.

- (3) At the annual general meeting of the Company held on 15 May 2015, ordinary resolutions were passed giving general mandates to Directors (i) to repurchase shares of the Company on the Stock Exchange representing up to 10% of the number of shares of the Company in issue as at 15 May 2015; and (ii) to allot, issue or otherwise deal with shares subject to a restriction that the aggregate number of shares to be allotted or agreed to be allotted must not exceed the aggregate of (a) 20% of the number of shares of the Company in issue as at 15 May 2015, plus (b) (authorised by a separate ordinary resolution as required by the Listing Rules) the number of any shares bought back by the Company since the granting of the general mandate for issue of shares.

Pursuant to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the Listing Rules, these general mandates will lapse at the conclusion of the AGM, unless renewed at that meeting. As such, resolutions will be proposed at the AGM to renew the mandates mentioned above with appropriate amendments to the terms of the mandate. An explanatory statement as required under the Listing Rules to provide the requisite information in connection with the proposed buy-back mandate is set out in Appendix I to this Circular.

- (4) Notice of the AGM is set out on pages 9 to 12 of this Circular. A form of proxy for use at the AGM is enclosed herein. Whether or not you intend to attend at the AGM or any adjournment thereof, you are requested to complete the form of proxy and return it to the registered office of the Company in accordance with the instructions printed thereon not less than 48 hours (exclusive of any part of a day that is public holiday) before the time fixed for the holding of the AGM or any adjournment thereof. Completion of the form of proxy and its return to the Company will not preclude you from attending, and voting at, the AGM or any adjournment thereof if you so wish.
- (5) The Directors believe that the proposed resolutions in relation to the re-election of the Retiring Directors, and the general mandates in respect of the buy-back and issue of shares to be put forward at the AGM are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend you to vote in favour of all the relevant resolutions to be proposed at the AGM.

Yours faithfully,
Stephen T. H. Ng
Chairman & Managing Director

APPENDIX I

EXPLANATORY STATEMENT

The following is the Explanatory Statement required to be sent to the Shareholders under the Listing Rules which provides requisite information in connection with the proposed general mandate for share buy-back and also constitutes the Memorandum required under section 239 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong). References in this Statement to “**Share(s)**” mean ordinary share(s) in the capital of the Company:

- (i) It is proposed that the general buy-back mandate will authorise the buy-back by the Company of up to 10% of the number of Shares in issue at the date of passing the resolution to approve the general buy-back mandate (subject to adjustment in the case of any conversion of any or all of the shares into a larger or smaller number of shares after passing of the resolution). As at 30 March 2016, being the Latest Practicable Date, the number of Shares in issue was 3,031,027,327 Shares. On the basis of such figure (and assuming no new Shares will be issued and no Share will be bought back after the Latest Practicable Date and up to the date of passing such resolution), exercise in full of the general buy-back mandate would result in the buy-back by the Company of up to 303,102,732 Shares.
- (ii) The Directors believe that the general authority from the Shareholders to enable buy-back of Shares is in the best interests of the Company and the Shareholders. Share Buy-backs may, depending on the circumstances and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share. The Directors are seeking the grant of a general mandate to buy back Shares to give the Company the flexibility to do so if and when appropriate. The number(s) of Shares to be brought back on any occasion and the price and other terms upon which the same are brought back will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.
- (iii) The funds required for any buy-back would be derived from the distributable profits of the Company or such other fundings legally available for such purpose in accordance with the Company’s constitutive documents and the laws of Hong Kong.
- (iv) There could be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent audited financial statements for the year ended 31 December 2015 being forwarded to the Shareholders together with this Circular) in the event that the general buy-back mandate were exercised in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the general buy-back mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing level which in the opinion of the Directors is from time to time appropriate for the Company.
- (v) There are no Directors or (to the best of the knowledge of the Directors, having made all reasonable enquiries) any close associates (as defined in the Listing Rules) of the Directors who have a present intention, in the event that the general buy-back mandate is granted by the Shareholders, to sell Shares to the Company.

- (vi) The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the general buy-back mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.
- (vii) As at the Latest Practicable Date, as recorded in the register required to be kept by the Company under Part XV of the SFO, Wheelock and Company Limited, being the controlling shareholder of the Company, was interested in more than 50% of the total number of Shares in issue. The Directors are not aware of any consequences which would arise under the Hong Kong Code on Takeovers and Mergers as a consequence of any purchases pursuant to the general buy-back mandate.
- (viii) No purchase of Shares has been made by the Company in the six months prior to the Latest Practicable Date.
- (ix) No core connected persons (as defined in the Listing Rules) of the Company have notified the Company of a present intention to sell Shares to the Company and no such persons have undertaken not to sell Shares to the Company in the event that the general buy-back mandate is granted by the Shareholders.
- (x) The highest and lowest prices at which Shares were traded on the Stock Exchange in each of the previous twelve months are as follows:

	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
April 2015	59.80	54.05
May 2015	59.15	53.00
June 2015	55.00	50.25
July 2015	53.20	48.00
August 2015	49.40	40.65
September 2015	45.55	40.10
October 2015	48.25	43.80
November 2015	49.30	42.80
December 2015	45.70	41.50
January 2016	43.60	35.05
February 2016	41.15	34.45
March 2016 (up to and including the Latest Practicable Date)	44.95	38.90

THE WHARF (HOLDINGS) LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of shareholders of The Wharf (Holdings) Limited will be held in the Centenary Room, Ground Floor, The Marco Polo Hongkong Hotel, 3 Canton Road, Kowloon, Hong Kong, on Wednesday, 11 May 2016 at 10:30 a.m. for the following purposes:

- (1) To receive and consider the Financial Statements and the Reports of the Directors and Auditors for the financial year ended 31 December 2015.
- (2) To re-elect retiring Directors.
- (3) To appoint Auditors and authorise the Directors to fix their remuneration.

And to consider and, if thought fit, to pass with or without modification the following resolutions as ordinary resolutions:

- (4) **“THAT:**
 - (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to purchase shares in the capital of the Company be and is hereby generally and unconditionally approved;
 - (b) the aggregate number of shares which may be purchased on The Stock Exchange of Hong Kong Limited or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under the Code on Share Buy-backs pursuant to the approval in paragraph (a) above shall not exceed 10% of number of shares of the Company in issue at the date of passing this Resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares after the passing of this Resolution), and the said approval shall be limited accordingly; and
 - (c) for the purpose of this Resolution, **“Relevant Period”** means the period from the passing of this Resolution until whichever is the earliest of:
 - (aa) the conclusion of the next Annual General Meeting of the Company;
 - (bb) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and
 - (cc) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.”

(5) **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options, warrants and other securities which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements, options, warrants and other securities which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (i) any share option or incentive scheme; (ii) a Rights Issue (as defined below), (iii) the exercise of rights of subscription or conversion under the terms of any options, warrants or similar rights granted by the Company or any securities which are convertible into shares of the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company, shall not exceed the aggregate of:
 - (aa) 20% of the number of shares of the Company in issue at the date of passing this Resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares after the passing of this Resolution); plus
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of shares of the Company brought back by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10% of the number of shares of the Company in issue at the date of passing this Resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares after the passing of this Resolution)),

and the said approval shall be limited accordingly; and

- (d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (aa) the conclusion of the next Annual General Meeting of the Company;
- (bb) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and

(cc) the revocation or variation of the approval given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares, or an offer or issue of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the Company or by the Directors of the Company to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

- (6) **“THAT** the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue and deal with any additional shares of the Company pursuant to ordinary resolution (5) set out in the notice convening this meeting be and is hereby extended by the addition thereto of such further additional shares as shall represent the aggregate number of the shares of the Company bought back by the Company subsequent to the time of passing ordinary resolution (4) set out in the notice convening this meeting, provided that the number of shares shall not exceed 10% of the aggregate number of the shares of the Company in issue at the date of passing ordinary resolution (4) set out in the notice convening this meeting (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares after the passing of this Resolution).”

By Order of the Board
Kevin C. Y. Hui
Company Secretary

Hong Kong, 8 April 2016

Registered Office:
16th Floor, Ocean Centre,
Harbour City, Canton Road,
Kowloon,
Hong Kong

Notes:

- (a) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, in the event of a poll, to vote in his stead. A proxy needs not be a member of the Company. In order to be valid, the form of proxy 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) must be deposited at the Company's registered office at 16th Floor, Ocean Centre, Harbour City, Canton Road, Kowloon, Hong Kong, not less than 48 hours (exclusive of any part of a day that is public holiday) before the time appointed for the holding of the meeting or adjourned meeting.*
- (b) With reference to the Ordinary Resolution proposed under item (2) above, Mr. Alexander S. K. Au, Mr. K. P. Chan, Professor Edward K. Y. Chen, Mr. Hans Michael Jebsen and Ms. Y. T. Leng will retire from the board of directors of the Company and are proposed to be re-elected at the forthcoming Annual General Meeting.*
- (c) With reference to the Ordinary Resolution proposed under item (5) above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company, other than under any share option or incentive scheme from time to time adopted by the Company.*
- (d) The Register of Members of the Company will be closed from Tuesday, 10 May 2016 to Wednesday, 11 May 2016, both days inclusive, during which period no share transfers can be registered. In order to ascertain shareholders' rights for the purpose of attending and voting at the forthcoming Annual General Meeting, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Registrars, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Monday, 9 May 2016.*
- (e) If a Typhoon signal No. 8 or above is in force at or after 9:00 a.m. on the date of the Annual General Meeting, the meeting will be postponed or adjourned. The Company will post an announcement on the HKExnews website (www.hkexnews.hk) and the Company's website (www.wharfholdings.com) to notify Shareholders of the date, time and venue of the rescheduled meeting.*