



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 a member of **The Wharf (Holdings) Limited** (the “Company”), hereby appoint³, _____ of _____, or failing him/her, _____ of _____, as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 9 June 2014 and at any adjournment thereof. The proxy will vote on the proposed resolutions in respect of the undermentioned matters as indicated below:

		For ⁴	Against ⁴
1	To adopt the Financial Statements and the Reports of the Directors and Auditors for the financial year ended 31 December 2013.		
2	(a) to re-elect Hon. Vincent K. Fang, a retiring Director, as a Director.		
	(b) to re-elect Mr. Hans Michael Jebsen, a retiring Director, as a Director.		
	(c) to re-elect Mr. Wyman Li, a retiring Director, as a Director.		
	(d) to re-elect Mr. David M. Turnbull, 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 approve the adoption of official Chinese company name.		
5	To approve the adoption of the new Articles of Association in substitution for and to the exclusion of the existing Articles of Association.		
6	To give a general mandate to the Directors for share repurchases by the Company.		
7	To give a general mandate to the Directors for issue of shares.		
8	To approve the addition of repurchased securities to the share issue general mandate stated under Resolution No. 7.		

Member's signature(s): _____

Proxy's specimen signature: _____

Signed this _____ day of _____ 2014.

No. of shares held: _____

Notes:

- Full name(s) and address(es) of the member(s) completing this form should be inserted in **Block Capitals** in the space provided.
- A member is entitled to appoint one or more proxies of his/her own choice. A proxy need not be a member of the Company.
- Insert in **Block Capitals** the name(s) and address(es) of the proxy or proxies desired in the space provided. **Any alteration to this form of proxy must be initialled by the member(s) who sign(s) it.** A corporation may execute a form of proxy either under seal or under the hand of an officer or attorney duly authorised.
- 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 matter, the proxy shall be entitled to exercise his/her discretion as to whether he/she votes in respect of the relevant matter and if so how.
- To be valid, this form of proxy must be completed and deposited at the registered office of the Company, 16th Floor, Ocean Centre, Harbour City, Canton Road, Kowloon, 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 Meeting or any adjournment thereof. Forms of proxy sent electronically or by any other data transmission process will not be accepted.