



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 member(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 to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held in the Centenary Room, Ground Floor, The Marco Polo Hongkong Hotel, 3 Canton Road, Kowloon, Hong Kong on Wednesday, 10 May 2017 at 10:30 a.m. and at any adjournment thereof. The proxy will vote on the proposed resolutions in respect of the undermentioned matters as indicated below:

		For ⁵	Against ⁵
1	To adopt the Financial Statements and the Reports of the Directors and Auditors for the financial year ended 31 December 2016.		
2	(a) to re-elect Mr. Stephen Tin Hoi NG, a retiring Director, as a Director.		
	(b) to re-elect Ms. Doreen Yuk Fong LEE, a retiring Director, as a Director.		
	(c) to re-elect Mr. Vincent Kang FANG, 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 the Directors (other than the Chairman of the Company).		
	(c) to approve an increase in the rate of annual fee payable to the Audit Committee Members.		
	(d) to fix the annual fee payable to the Remuneration Committee Members.		
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	To give a general mandate to the Directors for issue of shares.		
7	To approve the addition of bought back securities to the share issue general mandate stated under Resolution No. 6.		

Member's signature(s): _____

Proxy's specimen signature: _____

Signed this _____ day of _____ 2017

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 needs not be a member of the Company.
- Please insert the number of relevant shares in this form of proxy relates to. 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 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. **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 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.
- The full text of Resolutions 5 to 7 are set out in the Notice of Annual General Meeting.
- 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 of attorney or authority, not later than 10:30 a.m., on Monday, 8 May 2017, 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 fixed for the holding of such adjourned meeting. Forms of proxy 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 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 (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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.