

WHEELOCK PROPERTIES (SINGAPORE) LIMITED

(Incorporated in the Republic of Singapore)
Company Registration No. 197201797H

Directors:

Stephen T. H. Ng (*Executive Chairman*)
Horace W. C. Lee (*Non-Executive Director*)
Frank Y. C. Yung (*Non-Executive and Lead Independent Director*)
Greg F. H. Seow (*Non-Executive and Independent Director*)
Colm M. McCarthy (*Non-Executive and Independent Director*)
David T. E. Lim (*Non-Executive and Independent Director*)
Kevin K. Kwok (*Non-Executive and Independent Director*)
Tan Bee Kim (*Senior Executive Director*)
Tan Zing Yan (*Executive Director*)

Registered Office:

501 Orchard Road #11-01
Wheelock Place
Singapore 238880

13 April 2017

Dear Shareholders

ADDENDUM RELATING TO THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

1. INTRODUCTION

- 1.1 Wheelock Properties (Singapore) Limited (the “**Company**”) has on 13 April 2017 issued a Notice convening the 44th Annual General Meeting of the shareholders of the Company (the “**Shareholders**”) to be held on 28 April 2017 (the “**44th AGM**”). The proposed Resolution No. 9 in the Notice of the 44th AGM relates to the renewal of a general mandate (the “**Share Purchase Mandate**”) to authorise the directors of the Company (the “**Directors**”) to make purchases from time to time (whether by way of market purchases or off-market purchases in accordance with an equal access scheme) of up to a maximum of ten per cent. (10%) of the issued ordinary shares (the “**Shares**”) in the capital of the Company as at the date on which the resolution authorising the same is passed, at any price to be determined by a committee (the “**Indirect Investments Committee**”) such that the purchase price for Shares to be re-purchased under the Share Purchase Mandate shall not exceed the Maximum Price (as defined in Section 3.2 below).

The purchase or acquisition of Shares by the Company will be made in accordance with the Constitution of the Company (the “**Constitution**”), the “Guidelines on Share Purchases” set out in the Appendix hereto (the “**Guidelines on Share Purchases**”), the Listing Rules of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (the “**Listing Rules**”), the Companies Act, Chapter 50 (the “**Companies Act**”) and such other laws and regulations as may for the time being be applicable. The Guidelines on Share Purchases have been amended this year for consistency with the Companies Act and the Listing Rules, and the amended Guidelines on Share Purchases are set out in the Appendix hereto.

- 1.2 The Share Purchase Mandate was originally approved by Shareholders at an Extraordinary General Meeting (“**EGM**”) held on 2 August 1999 and Shareholders had approved the renewal of the mandate at each of the subsequent EGMs or Annual General Meetings (“**AGM**”), as the case may be, the last of which was at the AGM held on 29 April 2016. The mandate renewed on 29 April 2016 will expire on the date of the forthcoming 44th AGM to be held on 28 April 2017. If the proposed resolution for the renewal of the Share Purchase Mandate is approved at the 44th AGM, the mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the date on which the next AGM of the Company is held or is required by law to be held, whichever is earlier.

- 1.3 The purpose of this letter is to provide information relating to, and to explain the rationale for, the proposed renewal of the Share Purchase Mandate.
- 1.4 The SGX-ST assumes no responsibility for the correctness of any statements made or opinions expressed in this letter. If a Shareholder is in any doubt as to the action he should take, he should consult his stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.
- 1.5 The terms of the transaction in this letter do not contravene any laws and regulations governing the Company or the Constitution.

2. RATIONALE

The Share Purchase Mandate will give Directors the flexibility to purchase or acquire Shares when circumstances permit, with the objective of enhancing the earnings per share of the Company and its subsidiaries (the “**Group**”). Such flexibility will also allow the Directors to better manage the Company’s capital structure, dividend payout and cash reserves. Share purchases will also help buffer short-term share price volatility and off-set the effects of short-term speculators and investors and, in turn, bolster Shareholders’ confidence and employee morale.

The Share Purchase Mandate will thus provide the Company with an efficient mechanism to enhance returns to Shareholders when circumstances permit. Share purchases will only be effected when the Directors believe that they are beneficial to the Company and its Shareholders, after considering relevant factors such as working capital requirements, the availability of financial resources, the investment plans of the Group and prevailing market conditions.

3. AUTHORITY AND LIMITS OF SHARE PURCHASE MANDATE

- 3.1 Purchases of Shares can be effected by the Company in either one or both of the following ways:
 - (a) by way of an on-market purchase transacted through the SGX-ST’s trading system (“**Market Purchase**”); and/or
 - (b) by way of an off-market acquisition in accordance with an equal access scheme as defined in Section 76C of the Companies Act (“**Off-Market Purchase**”). The Directors may impose such terms and conditions which are not inconsistent with the Share Purchase Mandate, the Constitution, the Listing Rules and the Companies Act, as they consider fit in the interests of the Company in connection with or in relation to an Off-Market Purchase scheme or schemes. The Off-Market Purchase scheme must satisfy the following conditions:
 - (i) offers under the scheme are to be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
 - (ii) all of those persons shall be given a reasonable opportunity to accept the offers made to them; and
 - (iii) the terms of all the offers are the same (except that there shall be disregarded differences in consideration attributable to the fact that the offers relate to Shares with different accrued dividend entitlements, differences in consideration attributable to the fact that the offers relate to Shares with different amounts remaining unpaid (if applicable), and differences in the offers introduced solely to ensure that each Shareholder is left with a whole number of Shares).

- 3.2 The purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) to be paid for the Shares will be determined by the Indirect Investments Committee, provided that such price must not exceed the maximum price ("**Maximum Price**") set out below:
- (a) in the case of a Market Purchase, five per cent. (5%) above the average of the closing market prices of the Shares over the last five (5) days on which the SGX-ST is open for securities trading ("**Market Days**") and on which transactions in the Shares were recorded, before the day on which the Market Purchase was made by the Company, and deemed to be adjusted for any corporate action that occurs after the relevant period of five (5) Market Days; and
 - (b) in the case of an Off-Market Purchase, ten per cent. (10%) above the average of the closing market prices of the Shares over the last five (5) Market Days on which transactions in the Shares were recorded before the day on which the Company makes an announcement of an offer under an Off-Market Purchase scheme.
- 3.3 The authority conferred on the Directors and the Indirect Investments Committee by the Share Purchase Mandate shall, unless varied or revoked by the Company in general meeting, continue in force until the next AGM of the Company is held or is required by law to be held, whichever is earlier.
- 3.4 Only Shares which are issued and fully paid-up may be purchased or acquired by the Company. The total number of Shares that may be purchased or acquired is limited to that number of Shares representing not more than ten per cent. (10%) of the total number of issued Shares as at the date of the resolution passed by shareholders for the share buy-back. As stated in Guideline 6.1 of the Guidelines on Share Purchases, Shares purchased or acquired by the Company are deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Shares will expire on cancellation) unless such Shares are held by the Company as treasury shares. Any of the Shares which are held as treasury shares will be disregarded for purposes of computing the ten per cent. (10%) limit.
- 3.5 The Company will not carry out any purchase of Shares if such share purchase will materially adversely affect the financial condition of the Company. The Company will also not carry out any purchase of Shares during the period commencing one (1) month before the announcement of the Company's financial statements for each of the first three (3) quarters of its financial year and its full year financial statements, and ending on the date of announcement of the relevant financial statements.

4. SOURCE OF FUNDS

The Company may only apply funds for the purchase or acquisition of Shares in accordance with the Constitution, the Guidelines on Share Purchases and any other applicable laws in Singapore. The Company may not purchase or acquire its Shares for a consideration other than in cash or, in the case of a Market Purchase, for settlement otherwise than in accordance with the trading rules of the SGX-ST. The Company intends to use internal sources of funds or external borrowings, or a combination of both, to finance its purchase or acquisition of Shares.

Under the Companies Act, the Company is permitted to also purchase or acquire its Shares out of its capital, as well as from its distributable profits, provided that the Company is solvent at the time of such purchase or acquisition.

Further, as stated in Guideline 8 of the Guidelines on Share Purchases, share purchases are prohibited after a price sensitive development has occurred or has been the subject of a decision until such time as the price sensitive information has been publicly announced. In particular, the Company may not purchase its Shares on the SGX-ST during the period commencing one (1) month before the announcement of the Company's financial statements for each of the first three (3) quarters of its financial year and its full year financial statements, and ending on the date of announcement of the relevant financial statements.

5. FINANCIAL EFFECTS

5.1 The financial effects on the Company and the Group arising from purchases or acquisitions of Shares which may be made pursuant to the Share Purchase Mandate will depend on, *inter alia*, whether the purchase or acquisition was made out of capital or profits, the price paid for such Shares and whether the Shares purchased or acquired are held in treasury or cancelled. The financial effects on the Company and the Group, based on the audited financial statements of the Company and the Group for the financial year ended 31 December 2016, are based on the assumptions set out below.

5.2 Purchase or Acquisition out of Capital or Profits

Under the Companies Act, purchase or acquisition of Shares by the Company may be made out of the Company's capital and/or profits so long as the Company is solvent.

Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration will correspondingly reduce the amount available for the distribution of cash dividends by the Company. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

5.3 Information as at 27 March 2017, being the latest practicable date prior to the printing of this Addendum (the "Latest Practicable Date")

As at the Latest Practicable Date, the issued capital of the Company comprised 1,196,559,876 Shares.

Purely for illustrative purposes, on the basis of 1,196,559,876 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are held by the Company as treasury shares on or prior to the 44th AGM, the purchase or acquisition by the Company of ten per cent. (10%) of its issued Shares will result in the purchase or acquisition of approximately 119,655,987 Shares.

In the case of Market Purchases by the Company and assuming that the Company purchases or acquires the 119,655,987 Shares at the Maximum Price of S\$1.96 for one (1) Share (being the price equivalent to five per cent. (5%) above the average of the closing market prices of the Shares for the five (5) consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 119,655,987 Shares is S\$234,525,735 (excluding brokerage, commission, applicable goods and services tax and other related expenses).

In the case of Off-Market Purchases by the Company and assuming that the Company purchases or acquires the 119,655,987 Shares at the Maximum Price of S\$2.06 for one (1) Share (being the price equivalent to ten per cent. (10%) above the average of the closing market prices of the Shares for the five (5) consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 119,655,987 Shares is S\$246,491,333 (excluding brokerage, commission, applicable goods and services tax and other related expenses).

5.4 Illustrative Financial Effects

The financial effects on the Company and the Group arising from purchases or acquisition of Shares which may be made pursuant to the Share Purchase Mandate will depend on, *inter alia*, the aggregate number of Shares purchased or acquired, whether the purchase or acquisition is made out of capital and/or profits, and the consideration paid at the relevant time and whether the Shares purchased or acquired are cancelled or held as treasury shares.

For illustrative purposes only and on the basis of the assumptions set out in paragraph 5.3 above, the financial effects of the:

- (a) purchase or acquisition of 119,655,987 Shares by the Company pursuant to the Share Purchase Mandate by way of Market Purchases made entirely out of profit and/or capital and cancelled or held in treasury; and
- (b) purchase or acquisition of 119,655,987 Shares by the Company pursuant to the Share Purchase Mandate by way of Off-Market Purchases made entirely out of profits and/or capital and cancelled or held in treasury,

on the audited financial statements of the Group and the Company for the financial year ended 31 December 2016 are set out below:

- (a) **Market Purchases of up to a maximum of ten per cent. (10%) out of profits and/or capital and cancelled**

	Group		Company	
	Before Share Purchase S\$'000	After Share Purchase S\$'000	Before Share Purchase S\$'000	After Share Purchase S\$'000
As at 31 December 2016				
Share Capital	1,055,901	821,375	1,055,901	821,375
Other Reserves	14,029	14,029	–	–
Retained Earnings	1,919,356	1,919,356	633,735	633,735
Total Equity	2,989,286	2,754,760	1,689,636	1,455,110
Net Tangible Assets	2,989,286	2,754,760	1,689,636	1,455,110
Current Assets	1,326,158	1,091,632	427,817	193,291
Current Liabilities	(198,557)	(198,557)	(318,770)	(318,770)
Total Borrowings	–	–	–	–
Cash and Cash Equivalents	471,946	237,420	365,649	131,123
Number of Shares ('000)	1,196,560	1,076,904	1,196,560	1,076,904
Profit for the year	58,349	58,349	25,298	25,298
Financial Ratios				
Net Tangible Assets per share (S\$)	2.50	2.56	1.41	1.35
Gearing (%)	–	–	–	–
Current Ratio (times)	6.68	5.50	1.34	0.61
EPS (cents)	4.88	5.42	2.11	2.35

(b) **Market Purchases of up to a maximum of ten per cent. (10%) out of profits and/or capital and held in treasury**

	Group		Company	
	Before Share Purchase S\$'000	After Share Purchase S\$'000	Before Share Purchase S\$'000	After Share Purchase S\$'000
As at 31 December 2016				
Share Capital	1,055,901	1,055,901	1,055,901	1,055,901
Other Reserves	14,029	14,029	–	–
Retained Earnings	1,919,356	1,919,356	633,735	633,735
	2,989,286	2,989,286	1,689,636	1,689,636
Treasury Shares	–	(234,526)	–	(234,526)
Total Equity	2,989,286	2,754,760	1,689,636	1,455,110
Net Tangible Assets	2,989,286	2,754,760	1,689,636	1,455,110
Current Assets	1,326,158	1,091,632	427,817	193,291
Current Liabilities	(198,557)	(198,557)	(318,770)	(318,770)
Total Borrowings	–	–	–	–
Cash and Cash Equivalents	471,946	237,420	365,649	131,123
Number of Shares ('000)	1,196,560	1,076,904	1,196,560	1,076,904
Profit for the year	58,349	58,349	25,298	25,298
Financial Ratios				
Net Tangible Assets per share (S\$)	2.50	2.56	1.41	1.35
Gearing (%)	–	–	–	–
Current Ratio (times)	6.68	5.50	1.34	0.61
EPS (cents)	4.88	5.42	2.11	2.35

- (c) **Off-Market Purchases of up to a maximum of ten per cent. (10%) out of profits and/or capital and cancelled**

	Group		Company	
	Before Share Purchase S\$'000	After Share Purchase S\$'000	Before Share Purchase S\$'000	After Share Purchase S\$'000
As at 31 December 2016				
Share Capital	1,055,901	809,410	1,055,901	809,410
Other Reserves	14,029	14,029	–	–
Retained Earnings	1,919,356	1,919,356	633,735	633,735
Total Equity	2,989,286	2,742,795	1,689,636	1,443,145
Net Tangible Assets	2,989,286	2,742,795	1,689,636	1,443,145
Current Assets	1,326,158	1,079,667	427,817	181,326
Current Liabilities	(198,557)	(198,557)	(318,770)	(318,770)
Total Borrowings	–	–	–	–
Cash and Cash Equivalents	471,946	225,455	365,649	119,158
Number of Shares ('000)	1,196,560	1,076,904	1,196,560	1,076,904
Profit for the year	58,349	58,349	25,298	25,298
Financial Ratios				
Net Tangible Assets per share (S\$)	2.50	2.55	1.41	1.34
Gearing (%)	–	–	–	–
Current Ratio (times)	6.68	5.44	1.34	0.57
EPS (cents)	4.88	5.42	2.11	2.35

- (d) **Off-Market Purchases of up to a maximum of ten per cent. (10%) out of profits and/or capital and held in treasury**

	Group		Company	
	Before Share Purchase S\$'000	After Share Purchase S\$'000	Before Share Purchase S\$'000	After Share Purchase S\$'000
As at 31 December 2016				
Share Capital	1,055,901	1,055,901	1,055,901	1,055,901
Other Reserves	14,029	14,029	–	–
Retained Earnings	1,919,356	1,919,356	633,735	633,735
	2,989,286	2,989,286	1,689,636	1,689,636
Treasury Shares	–	(246,491)	–	(246,491)
Total Equity	2,989,286	2,742,795	1,689,636	1,443,145
Net Tangible Assets	2,989,286	2,742,795	1,689,636	1,443,145
Current Assets	1,326,158	1,079,667	427,817	181,326
Current Liabilities	(198,557)	(198,557)	(318,770)	(318,770)
Total Borrowings	–	–	–	–
Cash and Cash Equivalents	471,946	225,455	365,649	119,158
Number of Shares ('000)	1,196,560	1,076,904	1,196,560	1,076,904
Profit for the year	58,349	58,349	25,298	25,298
Financial Ratios				
Net Tangible Assets per share (S\$)	2.50	2.55	1.41	1.34
Gearing (%)	–	–	–	–
Current Ratio (times)	6.68	5.44	1.34	0.57
EPS (cents)	4.88	5.42	2.11	2.35

The financial effects set out above are for illustrative purposes only. Although the Share Purchase Mandate would authorise the Company to purchase or acquire up to ten per cent. (10%) of the issued Shares, the Company may not necessarily purchase or acquire or be able to purchase or acquire the entire ten per cent. (10%) of the issued Shares. In addition, the Company may cancel all or part of the Shares repurchased or hold all or part of the Shares repurchased in treasury.

The Company will take into account both financial and non-financial factors (for example, share market conditions and the performance of the Shares) in assessing the relative impact of a Share purchase or acquisition before execution.

6. TAKE-OVER CODE IMPLICATIONS ARISING FROM PURCHASE OF SHARES

6.1 If, following the purchase or acquisition by the Company of its Shares, the percentage of voting rights in the Company held by a Shareholder and persons acting in concert with him increases, such increase will be treated as an acquisition for the purposes of Rule 14 (“**Rule 14**”) of the Singapore Code on Takeovers and Mergers (the “**Take-over Code**”). Consequently, depending on the number of Shares purchased or acquired by the Company and the Company’s issued share capital at that time, a Shareholder or group of Shareholders acting in concert could obtain or consolidate effective control of the Company and become obligated to make a take-over offer under Rule 14.

6.2 Persons Acting in Concert

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal) co-operate, through the acquisition by any of them of Shares in a company, to obtain or consolidate effective control of that company.

Unless the contrary is established, the following persons will be presumed to be acting in concert, namely:

- (a) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts); and
- (b) a company, its parent, subsidiaries and fellow subsidiaries, and their associated companies, and companies of which such companies are associated companies, all with one another. For this purpose, a company is an associated company of another company if the second company owns or controls at least twenty per cent. (20%) but not more than fifty per cent. (50%) of the voting rights of the first-mentioned company.

The circumstances under which Shareholders (including Directors) and persons acting in concert with them respectively will incur an obligation to make a take-over offer under Rule 14 after a purchase or acquisition of Shares by the Company are set out in Rule 14 and Appendix 2 of the Take-over Code (“**Appendix 2**”).

6.3 Effect of Rule 14 and Appendix 2

In general terms, the effect of Rule 14 and Appendix 2 is that, unless exempted, the Directors and persons acting in concert with them will incur an obligation to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring Shares, the voting rights of such Directors and their concert parties would increase to thirty per cent. (30%) or more, or if the voting rights of such Directors and their concert parties fall between thirty per cent. (30%) and fifty per cent. (50%) of the Company’s voting rights, the voting rights of such Directors and their concert parties would increase by more than one per cent. (1%) in any period of six (6) months.

Under Appendix 2, a Shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder would increase to thirty per cent. (30%) or more, or, if such Shareholder holds between thirty per cent. (30%) and fifty per cent. (50%), of the Company’s voting rights, the voting rights of such Shareholder would increase by more than one per cent. (1%) in any period of six (6) months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Purchase Mandate.

- 6.4 Based on the interests of the Directors and the Substantial Shareholders in the Shares as recorded in the Register of Directors' Shareholdings and Register of Substantial Shareholders set out in Section 8 below, as at the Latest Practicable Date, none of the Substantial Shareholders of the Company (together with persons acting in concert with them) will become obligated to make a mandatory offer in the event that the Company purchases or acquires the maximum number of 119,655,987 Shares under the Share Purchase Mandate.

Shareholders are advised to consult their professional advisers and/or the Securities Industry Council and/or other relevant authorities at the earliest opportunity as to whether they would incur an obligation to make a take-over offer as a result of any purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate.

7. LISTING STATUS ON SGX-ST

The Directors will use their best endeavours to ensure that the Company does not effect a purchase or acquisition of Shares which would result in the number of Shares remaining in the hands of the public falling to such a level as to cause market illiquidity or adversely affect the listing status of the Company.

Pursuant to Rule 723 of the Listing Rules, the Company has to ensure that at least ten per cent. (10%) of its Shares are at all times held by the "public" (the public being persons other than directors, chief executive officer, substantial shareholders or controlling shareholders of the issuer and its subsidiary companies and associates of the aforesaid persons, as defined in the Listing Rules). As at the Latest Practicable Date, approximately 23.78% of the issued Shares of the Company is held by the public. Before deciding to effect a purchase or acquisition of Shares, the Directors will ensure that, notwithstanding such purchase or acquisition, a sufficient float in the hands of the public will be maintained to provide for an orderly market for trading in the Shares. The Share Purchase Mandate will not affect orderly trading of the Company's Shares and its listing status.

8. INTERESTS OF DIRECTORS, CEO AND SUBSTANTIAL SHAREHOLDERS

The CEO's and Directors' interests in the Shares as recorded in the Register of Directors' Shareholdings kept pursuant to Section 164 of the Companies Act, as at the Latest Practicable Date, are set out below. The CEO of the Company shall be the person holding the position of "chief executive officer" as defined in the Companies Act.

Name of Director	Direct Interest		Deemed Interest	
	No. of Shares	%	No. of Shares	%
Stephen T. H. Ng	–	–	–	–
Horace W. C. Lee	–	–	–	–
Frank Y. C. Yung	80,000	0.0067	–	–
Greg F. H. Seow	–	–	–	–
Colm M. McCarthy	–	–	–	–
David T. E. Lim	–	–	–	–
Kevin K. Kwok	–	–	–	–
Tan Bee Kim	30,000	0.0025	–	–
Tan Zing Yan	–	–	–	–

The interests of Substantial Shareholders of the Company in the Shares as recorded in the Register of Substantial Shareholders kept pursuant to Section 88 of the Companies Act, as at the Latest Practicable Date, are as follows:

Name of Substantial Shareholder	Direct Interest		Deemed Interest	
	No. of Shares	%	No. of Shares	%
Star Attraction Limited ⁽¹⁾	911,926,746	76.21	–	–
Wheelock Investments Limited ⁽¹⁾⁽²⁾	–	–	911,926,746	76.21
Wheelock and Company Limited ⁽²⁾	–	–	911,926,746	76.21

Notes:

- (1) Star Attraction Limited (“SAL”) is a wholly-owned subsidiary of Wheelock Investments Limited (“WIL”). Accordingly, pursuant to Section 4 of the Securities and Futures Act, Chapter 289, WIL is deemed to be interested in the 911,926,746 Shares held by SAL by virtue of its interest in SAL.
- (2) WIL is a wholly-owned subsidiary of Wheelock and Company Limited (“WCL”). In accordance with Section 4 of the Securities and Futures Act, Chapter 289, WCL, by virtue of its interest in WIL, is deemed to be interested in the 911,926,746 Shares held by SAL, over which WIL has a deemed interest.

9. NO SHARES PURCHASED OR ACQUIRED IN THE PREVIOUS TWELVE MONTHS

The Company has not made any purchase or acquisition of its Shares in the twelve (12) months preceding the Latest Practicable Date.

10. SUSPENSION OF PURCHASES

Share purchases or acquisitions are prohibited after a price sensitive development has occurred or has been the subject of a decision until such time as the price sensitive information has been publicly announced.

In particular, the Company has in place an internal code on securities dealings, which is modelled on Rule 1207(19) of the Listing Rules on practices on dealing in securities. In line with this internal code (in operation as at the Latest Practicable Date), the Company will not purchase or acquire any Shares through Market Purchases during the period commencing one (1) month before the announcement of the Company’s financial statements for each of the first three (3) quarters of its financial year and its full year financial statements, and ending on the date of announcement of the relevant financial statements.

11. DIRECTORS’ RECOMMENDATION

The Directors are of the opinion that the renewal of the Share Purchase Mandate is in the interests of the Company and accordingly recommend that Shareholders vote in favour of the ordinary resolution relating to the renewal of the Share Purchase Mandate to be proposed at the 44th AGM on 28 April 2017 as set out in the Notice of Annual General Meeting dated 13 April 2017.

12. DIRECTORS’ RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this letter and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this letter constitutes full and true disclosure of all material facts about the proposed renewal of the Share Purchase Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this letter misleading. Where information in this letter has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this letter in its proper form and context.

13. DOCUMENTS FOR INSPECTION

The following documents are available for inspection at the registered office of the Company at 501 Orchard Road #11-01, Wheelock Place, Singapore 238880 during normal business hours from the date hereof up to and including the date of the 44th AGM:

- (a) the Constitution of the Company;
- (b) the Annual Report of the Company for the financial year ended 31 December 2016;
- (c) the Company's Circular to Shareholders dated 30 June 2002, 3 July 2006 and 3 April 2012; and
- (d) the Guidelines on Share Purchases.

Yours faithfully

For and on behalf of the Board of Directors

WHEELOCK PROPERTIES (SINGAPORE) LIMITED

Stephen T. H. Ng

Chairman

GUIDELINES ON SHARE PURCHASES

(Adapted from, *inter alia*, the Companies Act, Chapter 50 and the Listing Rules of the SGX-ST)

1. SHAREHOLDERS' APPROVAL

- 1.1 Purchases of Shares by the Company must be approved in advance by the Shareholders at a general meeting of the Company by way of a general mandate.
- 1.2 The Share Purchase Mandate authorising the purchase of Shares by the Company will expire on the earlier of:
- (a) the conclusion of the next Annual General Meeting of the Company;
 - (b) the expiration of the period within which the next Annual General Meeting of the Company is required to be held; or
 - (c) the time when such mandate is revoked or varied by an ordinary resolution of the Shareholders of the Company in general meeting.
- 1.3 The authority conferred on the Directors by the Share Purchase Mandate to purchase Shares may be renewed at each Annual General Meeting of the Company or other general meetings of the Company. The Directors may delegate all or part of such authority (including the determination of the purchase price to be paid per Share) upon such terms and conditions as they may at their absolute discretion think fit, but at all times in accordance with the Constitution of the Company.
- 1.4 The number of Shares which can be purchased pursuant to the proposed Share Purchase Mandate is such number of Shares which represents up to a maximum of ten per cent. (10%) of the issued ordinary shares in the capital of the Company as at the date on which the resolution authorising the same is passed.
- 1.5 Purchases of Shares can be effected by the Company only in either one of the following two (2) ways or both:
- (a) by way of on-market purchases transacted through the SGX-ST's trading system ("**Market Purchases**"); or
 - (b) by way of an off-market acquisition in accordance with an equal access scheme as defined in Section 76C of the Companies Act (Chapter 50) ("**Off-Market Purchase**"). The Directors may impose such terms and conditions which are not inconsistent with the Share Purchase Mandate, the Listing Rules and the Companies Act, as they consider fit in the interests of the Company in connection with or in relation to an Off-Market Purchase scheme or schemes. The Off-Market Purchase scheme must, however, satisfy the following conditions:
 - (i) offers under the scheme are to be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
 - (ii) all of those persons shall be given a reasonable opportunity to accept the offers made to them; and
 - (iii) the terms of all the offers are the same (except that there shall be disregarded differences in consideration attributable to the fact that the offers relate to Shares with different accrued dividend entitlements, differences in consideration attributable to the fact that the offers relate to shares with different amounts remaining unpaid (if applicable), and differences in the offers introduced solely to ensure that each person is left with a whole number of Shares).

2. FUNDING OF SHARE PURCHASES

- 2.1 In purchasing Shares, the Company may only apply funds legally available for such purchase in accordance with its Constitution and the applicable laws in Singapore.
- 2.2 The Company may not purchase its Shares on the SGX-ST for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the SGX-ST.
- 2.3 Any purchases or acquisition of Shares by the Company may be made out of the Company's capital and/or profits so long as the Company is solvent at the time of such purchases or acquisition. The Company is bound to, and will apply the solvency tests as provided in the Companies Act before purchase or acquisition of any Shares under the Share Purchase Mandate.
- 2.4 The Directors shall not exercise the Share Purchase Mandate to such an extent as would have a material adverse effect on the financial condition of the Company, the working capital requirements of the Group or the gearing levels which are from time to time, in the opinion of the Directors, appropriate for the Group.

3. TRADING RESTRICTIONS

- 3.1 The Company will not effect a Share purchase such that the continuing shareholding spread requirement prescribed by the Listing Rules which are in force at the time of the intended Share purchase cannot be maintained after the purchase.
- 3.2 The Directors will use their best efforts to ensure that any Share purchases will not have any effect on the listing of the Shares on the SGX-ST.

4. OFF-MARKET PURCHASE SCHEME

- 4.1 For purchases of Shares to be made by way of an Off-Market Purchase scheme, the Company shall issue an offer document to all Shareholders. The offer document shall contain at least the following information:
 - (a) the terms and conditions of the offer;
 - (b) the period and procedures for acceptances;
 - (c) the reasons for the proposed Share purchase;
 - (d) the consequences, if any, of the Share purchase by the Company that will arise under The Singapore Code on Take-Overs and Mergers or any other applicable take-over rules;
 - (e) whether the Share purchase, if made, will have any effect on the listing of the Shares on the SGX-ST;
 - (f) details of any Share purchases made by the Company in the previous twelve (12) months whether through Market Purchases or Off-Market Purchase schemes, giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for such purchases of Shares, where relevant, and the total consideration paid on such purchases; and
 - (g) whether the Shares purchased by the Company will be cancelled or kept as treasury shares.

5. PRICE RESTRICTIONS

5.1 The purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) to be paid for a Share will be determined by the Indirect Investments Committee. The purchase price to be paid for the Shares as determined by the Indirect Investments Committee must not exceed the maximum price (“**Maximum Price**”) set out below:

- (a) in the case of a Market Purchase, five per cent. (5%) above the average of the closing market prices of the Shares over the five (5) market days on which transactions in the Shares were recorded, before the day on which the Market Purchase was made by the Company; and
- (b) in the case of an Off-Market Purchase, ten per cent. (10%) above the average of the closing market prices of the Shares over the five (5) market days on which transactions in the Shares were recorded, before the day on which the Company makes an announcement of an offer under an Off-Market Purchase scheme.

6. STATUS OF PURCHASED SHARES

6.1 The Company’s purchased Shares shall be deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Shares will expire on cancellation) unless such Shares are held by the Company as treasury shares. The amount of the Company’s share capital or profits out of which the Shares were purchased or acquired shall be reduced by the total amount of the purchase price paid by the Company for the Shares cancelled. Where the Shares were purchased or acquired out of both the capital and the profits of the Company, the amount of share capital and profits shall be so reduced proportionately. The total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company and which are not held as treasury shares.

6.2 All Shares (excluding Shares held by the Company as treasury shares) purchased or acquired by the Company will be automatically delisted by the SGX-ST. Certificates in respect of the cancelled Shares will be destroyed by the Company as soon as reasonably practicable following settlement of any purchase or acquisition of such Shares.

6A TREASURY SHARES

6A.1 The number of Shares held as treasury shares shall not at any time exceed 10% of the total number of issued Shares.

6A.2 Where the purchased Shares are held as treasury shares, the Company will be registered as a member in respect of the treasury shares but shall not have the right to attend or vote at meetings in respect of them. In addition, no dividend may be paid, and no other distribution (whether in cash or otherwise) of the Company’s assets may be made, to the Company in respect of treasury shares. However, the allotment of shares as fully paid bonus shares in respect of treasury shares is allowed. Also, a subdivision or consolidation of any treasury share into treasury shares of a greater or smaller number is allowed so long as the total value of the treasury shares is the same as the total value of the treasury share before the subdivision or consolidation, as the case may be.

6A.3 Where the purchased Shares are held as treasury shares, the Company may at any time:

- (a) sell the treasury shares (or any of them) for cash;
- (b) transfer the treasury shares (or any of them) for the purposes of or pursuant to any share scheme, whether for its employees, directors or other persons;

- (c) transfer the treasury shares (or any of them) as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (d) cancel the treasury shares (or any of them); or
- (e) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister of Finance.

7. REPORTING REQUIREMENTS

- 7.1 Within thirty (30) days of the passing of a Shareholders' resolution to approve purchases or acquisitions of Shares by the Company, the Company shall lodge a copy of such resolution with the Accounting and Corporate Regulatory Authority.
- 7.2 The Company shall notify the Accounting and Corporate Regulatory Authority within thirty (30) days of a purchase or acquisition of Shares on the SGX-ST or otherwise. Such notification shall include details of the date of purchase or acquisition, the number of Shares purchased or acquired, the number of Shares cancelled, the number of Shares held as treasury shares, the Company's issued share capital before and after the purchase or acquisition, the amount of consideration paid by the Company for the purchase or acquisition of the Shares, whether the Shares were purchased or acquired out of the profits and/or the capital of the Company and such other particulars as may be required in the prescribed form.
- 7.3 The Company shall notify the SGX-ST of Market Purchases of Shares not later than 9.00 a.m. on the market day following the day on which the Market Purchases were effected, and shall notify the SGX-ST of Off-Market Purchases not later than 9.00 a.m. on the second market day after the close of acceptances of the offer for Off-Market Purchases. The notification of such purchases of Shares to the SGX-ST shall be in such form and shall include such details that the SGX-ST may prescribe.
- 7.4 The Company shall make arrangements with its stockbrokers to ensure that they provide to the Company in a timely fashion the necessary information which will enable the Company to make the aforesaid notifications to the SGX-ST.
- 7.5 When seeking the approval of Shareholders for the renewal of the Share Purchase Mandate, the Company is required to disclose details pertaining to purchases of Shares made during the previous twelve (12) months, giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for such purchases of Shares, where relevant, and the total consideration paid for such purchases.

8. SUSPENSION OF PURCHASES

- 8.1 Shares purchases are prohibited after a price sensitive development has occurred or has been the subject of a decision until such time as the price sensitive information has been publicly announced.
- 8.2 In particular, the Company may not purchase its Shares on the SGX-ST during the period commencing one (1) month before the announcement of the Company's financial statements for each of the first three (3) quarters of its financial year and its full year financial statements, and ending on the date of announcement of the relevant financial statements.