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# WHARF

Established 1886

**THE WHARF (HOLDINGS) LIMITED**

(Incorporated in Hong Kong with limited liability)

(Stock Code: 4)

**PROPOSED SPIN-OFF AND SEPARATE LISTING OF  
WHARF REAL ESTATE INVESTMENT COMPANY LIMITED –  
PROPOSED DECLARATION OF CONDITIONAL DISTRIBUTION AND  
DISTRIBUTION RECORD DATE**

**PROPOSED SPIN-OFF AND SEPARATE LISTING OF WHARF REIC –  
PROPOSED DECLARATION OF CONDITIONAL DISTRIBUTION AND DISTRIBUTION  
RECORD DATE**

The Company announces that resolutions are expected to be presented to the Board on or around Tuesday, 14 November 2017 for the purpose of, *inter alia*, its approval of the Proposed Spin-off and declaration of a conditional special interim dividend to be satisfied by way of the Distribution. The Distribution, if declared, will be conditional upon the Listing Committee of the Stock Exchange granting the Listing Approval and such approval not having been revoked prior to completion of the Proposed Spin-off.

If the Distribution is declared by the Board on Tuesday, 14 November 2017, the record date for determining entitlements to the Distribution will be Monday, 20 November 2017. For the purpose of determining entitlements to the Distribution (if declared), the register of members of the Company will be closed on Monday, 20 November 2017. All transfers of Wharf Shares, accompanied by the relevant share certificates, must be lodged with the Company's share registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Friday, 17 November 2017 in order to qualify for the Distribution (if declared).

Reference is made to the announcement dated 4 September 2017 ("**Joint Announcement**") jointly issued by The Wharf (Holdings) Limited ("**Company**") and Wheelock and Company Limited in relation to, among other matters, the Proposed Spin-off of Wharf Real Estate Investment Company Limited, a direct wholly-owned subsidiary of the Company. Unless otherwise defined in this announcement, capitalised terms used herein shall have the same meanings as defined in the Joint Announcement.

**Expected Date of Declaration of Conditional Distribution**

The Company announces that resolutions are expected to be presented to the board of directors of Wharf ("**Board**") on or around Tuesday, 14 November 2017 for the purpose of, *inter alia*, its approval of the Proposed Spin-off and declaration of a conditional special interim dividend to be satisfied by way of the Distribution. The Distribution, if declared, will be conditional upon the Listing Committee of the Stock Exchange granting the Listing Approval and such approval not having been revoked prior to completion of the Proposed Spin-off. Further announcement(s) will be issued to provide more details of the Distribution after the said resolutions have been passed by the Board.

## Distribution Record Date

If the Distribution is declared by the Board on Tuesday, 14 November 2017, the record date for determining entitlements to the Distribution will be Monday, 20 November 2017 and the timetable for the Distribution will be as follows:

	<u>Date</u>
Last day of dealings in Wharf Shares on a cum-entitlement basis	Wednesday, 15 November 2017
First day of dealings in Wharf Shares on an ex-entitlement basis	Thursday, 16 November 2017
Latest time for lodging transfer(s) of Wharf Shares for entitlement to the Distribution (if declared)	4:30 p.m. on Friday, 17 November 2017
Distribution Record Date and closure of register of members of the Company	Monday, 20 November 2017

For the purpose of determining entitlement to the Distribution (if declared), the register of members of the Company will be closed on Monday, 20 November 2017. All transfers of Wharf Shares, accompanied by the relevant share certificates, must be lodged with the Company's share registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Friday, 17 November 2017 in order to qualify for the Distribution (if declared).

If the Distribution is not declared by the Board, trading and transfer of Wharf Shares will operate as normal throughout the period indicated in the timetable above.

Further details of the Distribution and information in relation to the Wharf REIC Group will be set out in the listing document to be issued by Wharf REIC, which is expected to be despatched to shareholders of the Company on or around Thursday, 9 November 2017.

## General

**Shareholders of and potential investors in the Company should note that no decision has been made by the Board on whether a conditional special interim dividend will or will not be declared. The listing of the Wharf REIC Shares pursuant to the Proposed Spin-off is also subject to, among other things, the Listing Approval and the final decisions of the boards of the Company and Wharf REIC. Accordingly, shareholders of and potential investors in the Company should be aware that there is no assurance that the Proposed Spin-off will take place or as to when it may take place. If the Proposed Spin-off does not proceed for any reason, the Distribution will not be made. Accordingly, shareholders of and potential investors in the Company should exercise caution when dealing in or investing in the securities of the Company.**

Further announcement(s) will be made by the Company in relation to the Proposed Spin-off as and when appropriate.

By order of the Board  
**THE WHARF (HOLDINGS) LIMITED**  
**Kevin C. Y. Hui**  
*Company Secretary*

Hong Kong, 2 November 2017

*As at the date of this announcement, the Board comprises Mr. Stephen T. H. Ng, Mr. Andrew O. K. Chow, Ms. Doreen Y. F. Lee, Mr. Paul Y. C. Tsui, Ms. Y. T. Leng and Mr. K. P. Chan, together with seven Independent Non-executive Directors, namely Mr. Alexander S. K. Au, Professor Edward K. Y. Chen, Mr. Vincent K. Fang, Mr. Hans Michael Jebsen, Ms. Elizabeth Law, Mr. David Muir Turnbull and Professor E. K. Yeoh.*