

# Henderson China Holdings Limited

## — Proxy Form

Form of Proxy for use of Shareholders at the Annual General Meeting convened at 10:00 a.m. on the 1st day of December, 2003.

I/We (note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the holder(s) of (note 2) \_\_\_\_\_ Shares of HK\$1.00  
each of the abovenamed Company hereby appoint \_\_\_\_\_  
of \_\_\_\_\_  
or failing him \_\_\_\_\_  
of \_\_\_\_\_

to act as my/our proxy at the Annual General Meeting of the Company to be held on the 1st day of December, 2003 at 10:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please indicate with a "✓" in the spaces provided how you wish your vote(s) to be cast on a poll. Should this form be returned duly signed, but without a specific direction, the proxy will vote or abstain at his discretion.

### ORDINARY RESOLUTIONS

	FOR	AGAINST
1 To receive and consider the Audited Statement of Accounts and the Reports of the Directors and Auditors for the year ended 30th June, 2003.	<input type="checkbox"/>	<input type="checkbox"/>
2 To declare a Final Dividend.	<input type="checkbox"/>	<input type="checkbox"/>
3 To re-elect Mr. Lee Chau Kee as director.	<input type="checkbox"/>	<input type="checkbox"/>
To re-elect Mr. Ho Wing Fun as director.	<input type="checkbox"/>	<input type="checkbox"/>
To re-elect Mr. Cheung Fong Ming as director.	<input type="checkbox"/>	<input type="checkbox"/>
To re-elect Mr. Liang Shangli as director.	<input type="checkbox"/>	<input type="checkbox"/>
To fix the remuneration of directors.	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-appoint Auditors and authorise the Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
5 To approve the Ordinary Resolutions in item 5 of the Notice of Annual General Meeting		
(A) To give a general mandate to the Directors to repurchase shares.	<input type="checkbox"/>	<input type="checkbox"/>
(B) To give a general mandate to the Directors to allot new shares.	<input type="checkbox"/>	<input type="checkbox"/>
(C) To authorise the Directors to allot new shares equal to the aggregate nominal amount of share capital purchased by the Company.	<input type="checkbox"/>	<input type="checkbox"/>

### SPECIAL RESOLUTION

6 To amend the Articles of Association of the Company in the manner as set out in item 6 of the Notice convening of the above annual general meeting.	<input type="checkbox"/>	<input type="checkbox"/>
---	--------------------------	--------------------------

Dated \_\_\_\_\_

Signature \_\_\_\_\_

In the presence of:

Witness \_\_\_\_\_

### NOTES:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company.
- In the case of joint holders the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the vote(s) of the other joint holder(s). For this purpose seniority is determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- In the case of a corporation this form of proxy must be under its Common Seal or under the hand of an officer or attorney duly authorised.
- To be valid this form of proxy together with any power of attorney or other authority (if any) under which it is signed or certified copy of such power or authority must be deposited at the head office of the Company at 6th Floor, World-Wide House, 19 Des Voeux Road Central, Hong Kong not later than 48 hours before the time of the meeting or any adjournment thereof.
- Any alterations made in this form should be initialled.