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HENDERSON CHINA HOLDINGS LIMITED

Incorporated in Bermuda with limited liability

**RESULTS OF THE SPECIAL GENERAL MEETING
RELATING TO THE RESOLUTION ON THE TERMINATION OF
THE EXISTING SHARE OPTION SCHEME AND
THE ADOPTION OF THE NEW SHARE OPTION SCHEME**

The resolution approving the termination of the existing share option scheme and the adoption of the new share option scheme was passed by the shareholders of Henderson China Holdings Limited at its special general meeting held today.

Reference is made to the circular of Henderson China Holdings Limited (“the Company”) dated 23rd October, 2003 containing information relating to the proposal for the termination of the existing share option scheme and the adoption of the new share option scheme for the Company.

The Board is pleased to announce that the resolution approving the termination of the existing share option scheme and the adoption of the new share option scheme was passed by the shareholders of the Company at the special general meeting of the Company and the shareholders of Henderson Land Development Company Limited at its extraordinary general meeting held today.

By Order of the Board
John Yip
Secretary

Hong Kong, 1st December, 2003.

Please also refer to the published version of this announcement in South China Morning Post.