



**ANNUAL GENERAL MEETING AND  
SPECIAL GENERAL MEETING,  
BOTH HELD ON 1ST DECEMBER, 2003  
POLL RESULTS**

The board of directors of Henderson China Holdings Limited (the “Company”) is pleased to announce the poll results in respect of the resolutions proposed at the Annual General Meeting and the Special General Meeting of the Company, both held on 1st December, 2003 as follows:

<b>Annual General Meeting Resolutions</b>		<b>Number of Votes (%)</b>		
		<b>For</b>	<b>Against</b>	
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.	367,457,162 (100.0000%)	0 (0.0000%)	
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.				
2.	To declare a Final Dividend of HK\$0.03 per share.	367,457,162 (100.0000%)	0 (0.0000%)	
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.				
3.	To re-elect Mr. Lee Shau Kee as director.	367,456,662 (100.0000%)	0 (0.0000%)	
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
	To re-elect Mr. Ho Wing Fun as director.	367,456,662 (100.0000%)	0 (0.0000%)	
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
	To re-elect Mr. Cheung Fong Ming as director.	367,456,662 (100.0000%)	0 (0.0000%)	
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
	To re-elect Mr. Liang Shangli as director.	367,456,662 (100.0000%)	0 (0.0000%)	
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
	To fix the remuneration of Directors.	367,456,662 (100.0000%)	0 (0.0000%)	
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.				

4.	To re-appoint KPMG as Auditors and authorise the Directors to fix their remuneration.	367,457,162 (100.0000%)	0 (0.0000%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
5.	(A) To give a general mandate to the Directors to repurchase shares.	367,457,162 (100.0000%)	0 (0.0000%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
	(B) To give a general mandate to the Directors to allot new shares.	351,642,478 (95.6963%)	15,814,184 (4.3037%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
	(C) To authorise the Directors to allot new shares equal to the aggregate nominal amount of share capital purchased by the Company.	367,456,662 (100.0000%)	0 (0.0000%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
6.	To amend the Bye-Laws of the Company.	367,456,662 (100.0000%)	0 (0.0000%)
	As more than 75% of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.		

		Number of Votes (%)	
		For	Against
1.	<b>Special General Meeting Resolution</b> To approve the termination of the existing share option scheme and the adoption of the new share option scheme for the Company.	351,395,578 (95.6249%)	16,077,184 (4.3751%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		

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.