



HENDERSON CHINA HOLDINGS LIMITED

Incorporated in Bermuda with limited liability

(Stock Code: 0246)

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND MEMBERS OF THE AUDIT COMMITTEE

Mr. Kwong Che Keung, Gordon and Dr. Wu Shu Chih, Alex were appointed as independent non-executive directors and members of the Audit Committee of the Company with effect from 19th August, 2004.

The board of directors (the “Board”) of Henderson China Holdings Limited (the “Company”) is pleased to announce that Mr. Kwong Che Keung, Gordon and Dr. Wu Shu Chih, Alex have been appointed as independent non-executive directors and members of the Audit Committee of the Company with effect from 19th August, 2004.

Mr. Kwong and Dr. Wu were also appointed independent non-executive directors and members of the Audit Committee of Henderson Land Development Company Limited and Henderson Investment Limited with effect from 19th August, 2004, the holding company and a fellow subsidiary of the Company respectively.

Mr. Kwong Che Keung, Gordon, aged 54, graduated from the University of Hong Kong with a bachelor’s degree in social sciences in 1972 and qualified as a chartered accountant in England in 1977. He was a partner of Pricewaterhouse from 1984 to 1998. He is a non-executive director of COSCO Pacific Limited and COSCO International Holdings Limited and also serves as an independent non-executive director of a number of Hong Kong listed companies. He was an independent member of the Council of The Stock Exchange of Hong Kong from 1992 to 1997.

Mr. Kwong is not connected with any directors, senior management or substantial or controlling shareholders of the Company and does not have any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Kwong has not entered into any service contract with the Company. He is entitled to a fixed remuneration of HK\$200,000 per annum for acting as an independent non-executive director and a member of the Audit Committee of the Company, which is determined by reference to his duties and responsibilities. Mr. Kwong has not been appointed for a specific term and will be subject to retirement by rotation and re-election in accordance with the Bye-Laws of the Company.

Dr. Wu Shu Chih, Alex, *CBE, LL.D, JP*, aged 83, was a member of the Legislative Council, the Vice-Chairman of The Hong Kong Stock Exchange and a member of the Advisory Committee of the Securities and Futures Commission. He is the Chairman of Fidelity Management Limited, an independent non-executive director of Hong Kong Ferry (Holdings) Company

Limited and a non-executive director of a number of listed companies including Hong Kong Aircraft Engineering Company Limited, National Electronics Holdings Limited, Paliburg Holdings Limited, Hung Hing Printing Group Limited, K. Wah International Holdings Limited and Regal Hotels International Holdings Limited. He is also the Life Honorary President of The Hong Kong Printers Association. Dr. Wu was appointed a Hong Kong Affairs Adviser in April 1995 and a member of The Selection Committee for the First Government of the Hong Kong Special Administrative Region in November 1996.

Dr. Wu is not connected with any directors, senior management or substantial or controlling shareholders of the Company and does not have any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Dr. Wu has not entered into any service contract with the Company. He is entitled to a fixed remuneration of HK\$200,000 per annum for acting as an independent non-executive director and a member of the Audit Committee of the Company, which is determined by reference to his duties and responsibilities. Dr. Wu has not been appointed for a specific term and will be subject to retirement by rotation and re-election in accordance with the Bye-Laws of the Company.

The Board would like to welcome Mr. Kwong Che Keung, Gordon and Dr. Wu Shu Chih, Alex to join the Board of the Company.

By Order of the Board
John YIP Ying Chee
Secretary

Hong Kong, 20th August, 2004

As at the date of this announcement, the Board comprises: (1) executive directors: Lee Ka Kit (Chairman), Lee Shau Kee, Colin Lam Ko Yin, Lee King Yue, Leung Sing, Lee Ka Shing, Patrick Kwok Ping Ho, Ho Wing Fun and Cheung Fong Ming; (2) non-executive directors: Wong Ying Wai and Kan Fook Yee; and (3) independent non-executive directors: Philip Yuen Pak Yiu, Liang Shangli, Gordon Kwong Che Keung and Alex Wu Shu Chih.

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