

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



恒基中國集團有限公司*
HENDERSON CHINA HOLDINGS LIMITED

Incorporated in Bermuda with limited liability

(Stock Code: 0246)

PROPOSED AMENDMENTS TO THE BYE-LAWS

The Stock Exchange announced certain amendments made to the Listing Rules, which took effect on 31st March, 2004 subject to transitional arrangements. In order to be in compliance with the amended provisions of Appendices 3 and 13 (Part A) to the Listing Rules, the Board proposes to make corresponding amendments to the Bye-laws of the Company.

The proposed amendments to the Bye-laws are subject to the approval of the shareholders of the Company by way of special resolution at the AGM. A circular containing, amongst other things, a summary of the proposed amendments to the Bye-laws has been despatched to the shareholders of the Company.

The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) announced certain amendments made to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”), which took effect on 31st March, 2004 subject to transitional arrangements. In order to be in compliance with the amended provisions of Appendices 3 and 13 (Part A) to the Listing Rules, the board of directors (the “Board”) of Henderson China Holdings Limited (the “Company”) proposes to make corresponding amendments to the Bye-laws (the “Bye-laws”) of the Company including, inter alia, the following provisions:

- (a) the addition of the definition of “associate” which will have the meaning attributed to it under the Listing Rules;
- (b) the requirement of a minimum seven-day period for lodgment by shareholders of the notice to nominate a director which shall commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than seven days before the date of such meeting;
- (c) the requirement that subject to certain exceptions as specified in the Bye-laws, a director shall abstain from voting at the board meeting on any matter in which he or any of his associates has a material interest and is not to be counted towards the quorum of the relevant board meeting; and
- (d) where any shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, the requirement that any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

In addition, amendments to the Bye-laws are also proposed to specify that a director shall not vote (nor be counted in the quorum) on any resolution of the board meeting concerning his own appointment or the appointment of any of his associates as holder of any office or place of profit with the Company or any other company in which the Company is interested.

The proposed amendments to the Bye-laws are subject to the approval of the shareholders of the Company by way of special resolution at the annual general meeting to be held on 6th December, 2004 (the “AGM”). A circular containing, amongst other things, a summary of the proposed amendments to the Bye-laws has been despatched to the shareholders of the Company.

By Order of the Board
John YIP Ying Chee
Secretary

Hong Kong, 27th October, 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, Kan Fook Yee and Philip Yuen Pak Yiu; and (3) independent non-executive directors: Liang Shangli, Gordon Kwong Che Keung and Alex Wu Shu Chih.

** for identification purposes only*

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