



HENDERSON CHINA HOLDINGS LIMITED

恒基中國集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 0246)

Proxy Form

Form of Proxy for use of Shareholders at the Annual General Meeting convened at 11:00 a.m. on the 6th day of December, 2004.

I/We (note 1) _____
of _____

being the holder(s) of (note 2) _____ Shares of HK\$1.00

each of the abovenamed Company hereby appoint (note 3) the Chairman of the Meeting or _____
of _____

or failing him _____
of _____

to act as my/our proxy at the Annual General Meeting of the Company to be held on the 6th day of December, 2004 at 11:00 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, 2004.	<input type="checkbox"/>	<input type="checkbox"/>
2 To declare a Final Dividend.	<input type="checkbox"/>	<input type="checkbox"/>
3 To re-elect Mr. Gordon Kwong Che Keung as director.	<input type="checkbox"/>	<input type="checkbox"/>
To re-elect Dr. Alex Wu Shu Chih as director.	<input type="checkbox"/>	<input type="checkbox"/>
To re-elect Mr. Philip Yuen Pak Yiu as director.	<input type="checkbox"/>	<input type="checkbox"/>
To re-elect Mr. Lee Ka Shing as director.	<input type="checkbox"/>	<input type="checkbox"/>
To re-elect Mr. Kan Fook Yee as director.	<input type="checkbox"/>	<input type="checkbox"/>
To re-elect Mr. Wong Ying Wai as director.	<input type="checkbox"/>	<input type="checkbox"/>
To authorise the Board of Directors to fix the Directors' remuneration.	<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 Bye-laws of the Company in the manner as set out in item 6 of the Notice convening the above annual general meeting.	<input type="checkbox"/>	<input type="checkbox"/>
-------------------------------------------------------------------------------------------------------------------------------------	--------------------------	--------------------------

Dated _____

Signature _____

In the presence of: _____

Witness _____

NOTES:

- 1 Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 2 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).
- 3 If you wish to appoint a person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the proxy in the space provided.
- 4 If this form is returned duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
- 5 A proxy need not be a member of the Company.
- 6 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.
- 7 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.
- 8 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 72-76/F., Two International Finance Centre, 8 Finance Street, Central, Hong Kong not later than 48 hours before the time of the meeting or any adjournment thereof.
- 9 Any alterations made in this form should be initialled.

* for identification purposes only