



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

Incorporated in Bermuda with limited liability

(Stock Code: 0246)

ANNUAL GENERAL MEETING HELD ON 6TH DECEMBER, 2004
POLL RESULTS

At the Annual General Meeting (the “AGM”) of Henderson China Holdings Limited (the “Company”) held on 6th December, 2004, a poll was demanded by the Chairman of the meeting for voting on all the proposed resolutions as set out in the notice of the AGM dated 27th October, 2004. The poll results in respect of all the resolutions proposed at the AGM are as follows:

Resolutions		Number of Votes (%)	
		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.	368,628,762 (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.	368,633,762 (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. Gordon Kwong Che Keung as director.	368,633,762 (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 Dr. Alex Wu Shu Chih as director.	368,633,762 (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. Philip Yuen Pak Yiu as director.	368,633,762 (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. Lee Ka Shing as director.	368,633,762 (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. Kan Fook Yee as director.	368,633,762 (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. Wong Ying Wai as director.	368,633,762 (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 authorise the Board of Directors to fix the Directors' remuneration.	368,633,762 (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.	368,633,762 (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.	368,633,761 (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.	364,546,078 (98.8913%)	4,087,184 (1.1087%)
	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.	353,633,262 (95.9309%)	15,000,000 (4.0691%)
	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.	368,633,262 (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.		

The Company's branch share registrars in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

As at the date of the AGM, the total number of issued ordinary shares of the Company was 497,776,205 shares, the holders of which were entitled to attend and vote for or against the resolutions. There were no restrictions on any shareholders casting votes on any of the resolutions at the AGM.

By Order of the Board
John YIP Ying Chee
Secretary

Hong Kong, 6th December, 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.