



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

Incorporated in Bermuda with limited liability

(Stock Code: 0246)

**INDEPENDENT NON-EXECUTIVE DIRECTOR AND
MEMBER OF THE AUDIT COMMITTEE**

The Board of the Company is deeply saddened by the passing away of Dr. Wu Shu Chih, Alex, an independent non-executive director and a member of the Audit Committee of the Company, on 10th January, 2005.

The Board announces the appointment of Mr. Leung Yuk Kwong as an independent non-executive director and a member of the Audit Committee of the Company with effect from 13th January, 2005.

The board of directors (the “Board”) of Henderson China Holdings Limited (the “Company”) is deeply saddened by the passing away of Dr. Wu Shu Chih, Alex, CBE, LLD, JP, an independent non-executive director and a member of the Audit Committee of the Company, on 10th January, 2005.

Dr. Wu was appointed to the Board in August, 2004 and had given invaluable advice to the Company. The Board wishes to express its deepest condolences to Dr. Wu’s family.

The Board announces that Mr. Leung Yuk Kwong has been appointed as an independent non-executive director and a member of the Audit Committee of the Company with effect from 13th January, 2005.

Mr. Leung Yuk Kwong, aged 50, was appointed as an independent non-executive director and a member of the Audit Committee of the Company on 13th January, 2005. Mr. Leung is also an independent non-executive director of Henderson Cyber Limited, a fellow subsidiary of the Company, which is listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited. He graduated from the School of Business of Hong Kong Baptist University and has 25 years’ experience in property development, finance and investment.

Save as disclosed above, Mr. Leung has not held any other directorships in listed public companies in the last three years.

Mr. Leung has no relationship with any directors, senior management, substantial or controlling shareholders of the Company and does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. He is taken to be interested in 310 shares (less than 0.01%) in Henderson Investment Limited, which is an associated corporation of the Company.

As at the date hereof, Mr. Leung has not entered into any service contract with the Company. Mr. Leung was appointed for a specific term until 31st December, 2007 and is subject to

retirement by rotation and re-election in accordance with the Bye-laws of the Company. He is entitled to a fixed annual 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.

Save as disclosed in this announcement, there are no other matters relating to the appointment of Mr. Leung that need to be brought to the attention of the shareholders of the Company.

The Board wishes to express its warm welcome to Mr. Leung on his appointment.

By Order of the Board
John YIP Ying Chee
Secretary

Hong Kong, 18th January, 2005

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 Leung Yuk Kwong.

* *for identification purposes only*

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