

NOTICE OF COURT MEETING

**IN THE SUPREME COURT OF BERMUDA
CIVIL JURISDICTION
2005: NO. 191**

**IN THE MATTER OF
HENDERSON CHINA HOLDINGS LIMITED
and
IN THE MATTER OF
SECTION 99 OF THE COMPANIES ACT 1981**

NOTICE OF COURT MEETING

NOTICE IS HEREBY GIVEN that, by an Order dated 16th June, 2005 made in the above matters, the Court has directed Henderson China Holdings Limited (the “Company”) to convene a meeting of the Scheme Shareholders (as defined in the Scheme of Arrangement hereinafter mentioned) (the “Meeting”), for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement (“Scheme of Arrangement”) proposed to be made between the Company and the holders of the Scheme Shares (as defined in the Scheme of Arrangement) and that the Meeting will be held in the Stork and Bamboo Rooms, Mandarin Oriental, 5 Connaught Road Central, Hong Kong, on Friday, 22nd July, 2005 at 11:00 a.m. (Hong Kong time) at which place and time all the Scheme Shareholders are requested to attend.

A copy of the Scheme of Arrangement and a copy of the Explanatory Statement required to be furnished pursuant to Section 100 of the above mentioned Act are incorporated in the composite document of which this Notice forms part. A copy of the said composite document can also be obtained by the Scheme Shareholders from the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 46th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong.

The Scheme Shareholders may vote in person at the Meeting or they may appoint another person, whether a member of the Company or not, as their proxies to attend and vote in their stead. A pink form of proxy for use at the Meeting is enclosed herewith.

It is requested that forms appointing proxies be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time appointed for the Meeting, but if forms are not so lodged they may be handed to the Chairman of the Meeting at the Meeting.

In the case of joint holders of a share, 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) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.

By the same Order, the Court has appointed Liang Shangli, a director of the Company, or failing him, Leung Yuk Kwong, also a director of the Company, or failing him, any other person who is a director of the Company as at the date of the Order, to act as Chairman of the Meeting and has directed the Chairman to report the result thereof to the Court.

The Scheme of Arrangement will be subject to the subsequent approval of the Court.

Dated 20th June, 2005.

CONYERS DILL & PEARMAN

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Attorneys for the Company

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