



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

Incorporated in Bermuda with limited liability

(Stock Code: 0246)

**FORM OF PROXY**  
**FOR THE COURT MEETING ON 22nd July, 2005**  
**(or at any Adjournment thereof)**

Form of proxy for use at the meeting (or at any adjournment thereof) of the Scheme Shareholders (as defined in the Scheme of Arrangement dated 20th June, 2005 as referred to in the notice convening the meeting) of shares of HK\$1.00 each in the capital of Henderson China Holdings Limited (the "Company") (defined as "Scheme Shares") convened by the direction of the Supreme Court of Bermuda (the "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**

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ shares of HK\$1.00 each in the capital of the Company  
**HEREBY APPOINT** the Chairman of the Meeting or <sup>(note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us and on my/our behalf at the Meeting of the holders of shares of HK\$1.00 each in the capital of the Company convened by direction of the Supreme Court of Bermuda (or at any adjournment thereof) to 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) for the purpose of considering and, if thought fit, approving (with or without modification) the Scheme of Arrangement dated 20th June, 2005 between the Company and the Scheme Shareholders (the "Scheme") as referred to in the Notice convening the Meeting and at such Meeting (or at any adjournment thereof) to vote <sup>(note 4)</sup> for me/us and in my/our name(s) for the Scheme (with or without modification, as my/our proxy may approve) or against the Scheme as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

FOR the Scheme <sup>(note 5)</sup>	AGAINST the Scheme <sup>(note 5)</sup>

Dated \_\_\_\_\_ Signature <sup>(note 5)</sup>: \_\_\_\_\_  
In the presence of:  
Witness \_\_\_\_\_

- NOTES:**
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
  - Please insert the number of shares of HK\$1.00 each in the capital of the Company registered in your name(s) and to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all of the shares in the capital of the Company registered in your name(s).
  - If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. The proxy need not be a member of the Company, but must attend the Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
  - The resolution as to whether or not to approve the Scheme put to the vote at the Meeting shall, under Section 99 of the Companies Act 1981, be decided on the basis of the majority in number representing three-fourths in value of the Scheme Shares that are voted either in person or by proxy at the Meeting and will therefore be conducted by poll in accordance with the Company's bye-laws.
  - IMPORTANT; IF YOU WISH TO VOTE FOR THE SCHEME, TICK IN THE BOX BELOW THE BOX MARKED "FOR the Scheme". IF YOU WISH TO VOTE AGAINST THE SCHEME, TICK IN THE BOX BELOW THE BOX MARKED "AGAINST the Scheme".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than that referred to in the Notice convening the Meeting or abstain.
  - This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
  - You are requested to lodge this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, with the branch share registrar in Hong Kong of the Company, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Meeting, but if this form of proxy is not so lodged, it may be handed to the Chairman of the Meeting at the Meeting. Completion and return of this form of proxy will not preclude you from attending the Meeting and voting in person if you so wish, but in the event of your attending the Meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.
  - 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.
  - A self-addressed, pre-paid envelope marked "For Return of Court Meeting Proxy Form and/or Special General Meeting Proxy Form — Henderson China Holdings Limited" is enclosed for your convenience for returning by post (from within Hong Kong only) this completed form of proxy.

\* For identification purposes only



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**FORM OF PROXY**  
**FOR THE SPECIAL GENERAL MEETING ON 22nd July, 2005**  
**(or at any Adjournment thereof)**

I/We <sup>(note 1)</sup> \_\_\_\_\_  
 of \_\_\_\_\_  
 being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ shares of HK\$1.00  
 each in the capital of the Company **HEREBY APPOINT** the Chairman of the Special General Meeting or <sup>(note 3)</sup> \_\_\_\_\_  
 of \_\_\_\_\_  
 or failing him \_\_\_\_\_  
 of \_\_\_\_\_  
 as my/our proxy to attend and act for me/us and on my/our behalf at the Special General Meeting of the holders of shares of  
 HK\$1.00 each in the capital of the Company (or at any adjournment thereof) to be held in the Stork and Bamboo Rooms,  
 Mandarin Oriental, 5 Connaught Road, Central, Hong Kong on Friday, 22nd July, 2005 at 11:30 a.m. (Hong Kong time) (or so  
 soon thereafter as the meeting of certain holders of the shares of HK\$1.00 each in the capital of the Company convened by  
 direction of the Supreme Court of Bermuda for the same place and day shall have been concluded or adjourned) for the purpose  
 of considering and, if thought fit, passing the Special Resolution set out in the Notice convening the Special General Meeting  
 and at such Special General Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the  
 Special Resolution as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

	<b>FOR</b> <sup>(note 4)</sup>	<b>AGAINST</b> <sup>(note 4)</sup>
Special Resolution		

Dated \_\_\_\_\_ Signature <sup>(note 5)</sup> \_\_\_\_\_

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 of HK\$1.00 each in the capital of the Company registered in your name(s) and to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all of the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Special General Meeting is preferred, strike out the words "the Chairman of the Special General Meeting or" and insert the name and address of the proxy desired in the space provided. The proxy need not be a member of the Company, but must attend the Special General Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE SPECIAL RESOLUTION, TICK IN THE BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE SPECIAL RESOLUTION, TICK IN THE BOX BELOW THE BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Special General Meeting other than the Special Resolution referred to in the Notice convening the Special General Meeting or abstain.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
6. In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be lodged with the branch share registrar in Hong Kong of the Company, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the Special General Meeting or any adjournment thereof. Completion and return of this form of proxy will not preclude you from attending the Special General Meeting and voting in person if you so wish, but in the event of your attending the Special General Meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.
7. 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.
8. A self-addressed, pre-paid envelope marked "For Return of Court Meeting Proxy Form and/or Special General Meeting Proxy Form — Henderson China Holdings Limited" is enclosed for your convenience for returning by post (from within Hong Kong only) this completed form of proxy.

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