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(Stock Code: 0246)

**PROPOSED PRIVATISATION OF HENDERSON CHINA HOLDINGS LIMITED
BY HENDERSON LAND DEVELOPMENT COMPANY LIMITED
BY WAY OF A SCHEME OF ARRANGEMENT**

The directors of HCHL wish to remind the Shareholders that:

- the Court Meeting and the Special General 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. and 11:30 a.m. (Hong Kong time) (or as soon thereafter as the Court Meeting shall have been concluded or adjourned) respectively.
- the pink form of **proxy for the Court Meeting** should be lodged with the Registrar not later than 11:00 a.m. on Wednesday, 20th July, 2005 or, alternatively, may be handed to the chairman of the Court Meeting at the Court Meeting.
- the white form of **proxy for the Special General Meeting** must be lodged with the Registrar not later than 11:30 a.m. on Wednesday, 20th July, 2005.

Shareholders and/or potential investors in HCHL should be aware that the implementation of the Proposal and the Scheme is subject to the conditions as set out in the Scheme Document being fulfilled or waived, as applicable, and thus the Proposal and the Scheme may or may not become effective. Shareholders and/or potential investors in HCHL are advised to exercise extreme caution when dealing in the Shares.

This announcement is made further to the composite document (the “Scheme Document”) dated 20th June, 2005 sent by HCHL to the Shareholders in relation to the Proposal. Terms defined in the Scheme Document have the same meanings when used in this announcement.

The Court Meeting and the Special General 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. and 11:30 a.m. (Hong Kong time) (or as soon thereafter as the Court Meeting shall have been concluded or adjourned) respectively.

IF THE SHAREHOLDERS ARE NOT ABLE TO ATTEND THE MEETINGS IN PERSON, THE SHAREHOLDERS ARE STRONGLY URGED TO DULY COMPLETE AND RETURN THE PINK AND WHITE FORMS OF PROXY FOR THE MEETINGS TO HCHL'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, BEFORE 20TH JULY, 2005.

The pink form of proxy for the Court Meeting should be lodged with HCHL's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited (the "Registrar") at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 11:00 a.m. on Wednesday, 20th July, 2005 or, alternatively, may be handed to the chairman of the Court Meeting at the Court Meeting.

In order to be valid, the white form of proxy for the Special General Meeting must be lodged with the Registrar not later than 11:30 a.m. on Wednesday, 20th July, 2005.

The completion and return of a form of proxy for the Court Meeting and/or the Special General Meeting will not preclude a Shareholder from attending the relevant Meeting(s) and voting in person if he or she so wishes. In such event, the Shareholder's form(s) of proxy for that Meeting(s) will be deemed to be revoked.

Additional copies of the Scheme Document and the forms of proxy for the Court Meeting and the Special General Meeting can be obtained by contacting (a) the Registrar at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong or by phone on 2862 8555 and (b) the principal office of HCHL at 75/F., Two International Finance Centre, 8 Finance Street, Central, Hong Kong or by phone on 2908 8505, during usual business hours before 20th July, 2005.

Shareholders and/or potential investors in HCHL should be aware that the implementation of the Proposal and the Scheme is subject to the conditions as set out in the Scheme Document being fulfilled or waived, as applicable, and thus the Proposal and the Scheme may or may not become effective. Shareholders and/or potential investors in HCHL are advised to exercise extreme caution when dealing in the Shares.

By Order of the Board of
Henderson China Holdings Limited
Richard LAW Cho Wa
Company Secretary

Hong Kong, 12th July, 2005

As at the date of this announcement, the board of directors of HCHL 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.

The directors of HCHL jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

** for identification purpose only*

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