



**恒基兆業地產有限公司**  
**HENDERSON LAND DEVELOPMENT COMPANY LIMITED**

Incorporated in Hong Kong with limited liability  
(Stock Code: 12)

**Proxy Form**

Form of Proxy for use of Shareholders at the Annual General Meeting convened on the 1st day of June, 2010 at 11:30 a.m.

I/We (note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the holder(s) of (note 2) \_\_\_\_\_ Shares of HK\$2.00  
each of the abovenamed Company hereby appoint (note 3) the Chairman of the Meeting or \_\_\_\_\_  
of \_\_\_\_\_  
or failing him \_\_\_\_\_  
of \_\_\_\_\_

to act as my/our proxy at the Annual General Meeting of the Company to be held on the 1st day of June, 2010 at 11:30 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please indicate with a "v" in the spaces provided how you wish your vote(s) to be cast on a poll. Should this form be returned duly signed, but without a specific direction, the proxy will vote or abstain at his discretion.

**ORDINARY RESOLUTIONS**

	<b>FOR</b>	<b>AGAINST</b>
<b>1</b> To receive and consider the Audited Accounts and the Reports of the Directors and Auditors for the eighteen months ended 31 December 2009.	<input type="checkbox"/>	<input type="checkbox"/>
<b>2</b> To declare a Final Dividend.	<input type="checkbox"/>	<input type="checkbox"/>
<b>3</b> To re-elect Mr. Lee King Yue as director.	<input type="checkbox"/>	<input type="checkbox"/>
To re-elect Mr. Li Ning as director.	<input type="checkbox"/>	<input type="checkbox"/>
To re-elect Mr. Lee Tat Man as director.	<input type="checkbox"/>	<input type="checkbox"/>
To re-elect Sir Po-shing Woo as director.	<input type="checkbox"/>	<input type="checkbox"/>
To re-elect Mr. Gordon Kwong Che Keung as director.	<input type="checkbox"/>	<input type="checkbox"/>
To re-elect Professor Ko Ping Keung as director.	<input type="checkbox"/>	<input type="checkbox"/>
<b>4</b> To re-appoint Auditors and authorise the Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
<b>5</b> To approve the Ordinary Resolutions in item 5 of the Notice of Annual General Meeting		
(A) To give a general mandate to the Directors to repurchase shares.	<input type="checkbox"/>	<input type="checkbox"/>
(B) To give a general mandate to the Directors to allot new shares.	<input type="checkbox"/>	<input type="checkbox"/>
(C) To authorise the Directors to allot new shares equal to the aggregate nominal amount of share capital purchased by the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(D) To increase the authorised share capital to HK\$10,000,000,000 and authorise a Director to execute any documents or to do all acts in relation thereto.	<input type="checkbox"/>	<input type="checkbox"/>

Dated \_\_\_\_\_ 2010 Signature \_\_\_\_\_

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 registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- 3** If you wish to appoint a person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the proxy in the space provided.
- 4** If this form is returned duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
- 5** A proxy need not be a member of the Company.
- 6** In the case of joint holders 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). For this purpose seniority is determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- 7** In the case of a corporation this form of proxy must be under its Common Seal or under the hand of an officer or attorney duly authorised.
- 8** To be valid this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company's registered office at 72-76/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong not later than 48 hours before the time of the meeting or any adjournment thereof.
- 9** Any alterations made in this form should be initialled by person(s) who sign(s) the form.