



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 FOR THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON 1 JUNE 2010
(AND AT ANY ADJOURNMENT THEREOF)

I/We (note 1) _____
 of _____
 being the holder(s) of (note 2) _____ ordinary shares of HK\$2.00
 each in the capital of the abovenamed Company **HEREBY APPOINT** (note 3) the Chairman of the
 Extraordinary General Meeting or (note 3) _____
 of _____
 or failing him _____
 of _____

as my/our proxy to attend and act for me/us and on my/our behalf at the Extraordinary General Meeting
 of the Company to be held at the Harbour View Ballroom, Four Seasons Hotel, 8 Finance Street, Central,
 Hong Kong on Tuesday, 1 June 2010 at 11:45 a.m. (or so soon thereafter as the annual general meeting
 of the Company convened for the same place and date at 11:30 a.m. shall have been concluded or
 adjourned) and at any adjournment thereof (the "Meeting") and to vote for me/us and in my/our name(s)
 in respect of the resolution as set out in the Notice convening the Meeting as hereunder indicated, and if
 no such indication is given, as my/our proxy thinks fit.

Ordinary Resolution	FOR (note 4)	AGAINST (note 4)
To approve the Bonus Warrants Issue and the transactions as contemplated thereunder (as set out in the Notice)		

Dated this _____ day of _____ 2010

Signature (note 5) _____

Notes:

- 1 Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 2 Please insert the number of ordinary shares of HK\$2.00 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 the shares registered in your name(s).
- 3 If any proxy other than the Chairman of the Meeting is preferred, please strike out the words "the Chairman of the Extraordinary General Meeting or" and insert the name and address of the proxy 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 ALTERATIONS MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY PERSON(S) WHO SIGN(S) IT.**
- 4 **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE PLACE A "√" IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE PLACE A "√" IN THE RELEVANT BOX MARKED "AGAINST".** Failure to complete the boxes will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled at his discretion on any resolution properly put to the Meeting other than those set out in the Notice convening the 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, either under its common seal or under the hand of an officer or attorney duly authorised.
- 6 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 with the share registrars of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 48 hours before the time appointed for holding the Meeting or adjourned Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish, but in the event of your attending the Meeting, this form of proxy will be deemed to have been revoked.
- 7 Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.