

IMPORTANT: THE FORM OF PROXY ENCLOSED WITH THE CIRCULAR DATED 20 OCTOBER 2007 FOR THE EXTRAORDINARY GENERAL MEETING HELD ON 12 NOVEMBER 2007 (INCLUDING ANY SUCH FORM LODGED WITH THE SHARE REGISTRAR OF THE COMPANY) IS NO LONGER VALID. IF YOU WISH TO VOTE BY PROXY AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 7 DECEMBER 2007, PLEASE COMPLETE AND RETURN THIS FORM OF PROXY TO THE SHARE REGISTRAR OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE SUCH MEETING.



**恒基兆業發展有限公司
HENDERSON INVESTMENT LIMITED**

(Incorporated in Hong Kong with limited liability)

(Stock Code:97)

**FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON 7 DECEMBER 2007
(OR AT ANY ADJOURNMENT THEREOF)**

I/We, ¹ _____
of _____,
being the registered holder(s) of ² _____ ordinary shares of HK\$0.20 each in the capital of the Company, **HEREBY APPOINT** the Chairman of the Extraordinary General Meeting or ³ _____ 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 Cuisine Cuisine, 3101, Podium Level 3, ifc mall, Central, Hong Kong on 7 December 2007 at 4:00 p.m and at any adjournment thereof and to vote for me/us and in my/our name(s) in respect of the resolutions set out in the Notice convening the Meeting as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

	FOR⁴	AGAINST⁴
Ordinary Resolution No.1 (to approve the Amended Agreement and the transactions contemplated thereunder, the Proposed Distributions and the Additional Cash Distribution)		
Special Resolution No.2 (to approve the Share Premium Reduction)		

Dated this _____ day of _____ 2007 Signature(s) ⁵ _____

Notes :-

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of ordinary shares of HK\$0.20 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).
- 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 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.**
- 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 to vote at his discretion on any resolution properly put to the Meeting other than those 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, either under its common seal or under the hand of an officer or attorney duly authorised.
- 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 of such power or authority, must be deposited with the share registrar of the Company, Tricor Standard Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less 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.
- 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 joint 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.