



恒基兆業發展有限公司
HENDERSON INVESTMENT LIMITED
 Incorporated in Hong Kong with limited liability
 (Stock Code: 97)

Proxy Form

Form of Proxy for use of Shareholders at the Annual General Meeting to be held on 9 June 2014 at 11:00 a.m.

I/We (note 1) _____
 of _____
 being the holder(s) of (note 2) _____ Shares 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 9 June 2014 at 11:00 a.m. and at
 any adjournment thereof and to vote on my/our behalf as directed below.

Please indicate with a “√” 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	FOR	AGAINST
1 To receive and consider the Audited Accounts and the Reports of the Directors and Auditor for the year ended 31 December 2013.	<input type="checkbox"/>	<input type="checkbox"/>
2 To declare a Final Dividend.	<input type="checkbox"/>	<input type="checkbox"/>
3 (A) To re-elect Mr Lee Ka Kit as director.	<input type="checkbox"/>	<input type="checkbox"/>
(B) To re-elect Mr Lee Ka Shing as director.	<input type="checkbox"/>	<input type="checkbox"/>
(C) To re-elect Mr Wu King Cheong as director.	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-appoint Auditor and authorise the Directors to fix Auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
5 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 total number of shares purchased by the Company.	<input type="checkbox"/>	<input type="checkbox"/>
SPECIAL RESOLUTION		
6 To adopt the new Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>

Dated _____ 2014

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.
- 10 The Notice of Annual General Meeting is set out in the Company's 2013 Annual Report.