



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 the Annual General Meeting to be held on the 2 June 2016 at 11:30 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 2 June 2016 at 11:30 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 Financial Statements and the Reports of the Directors and Auditor for the year ended 31 December 2015.	☐	☐
2	To declare a Final Dividend.	☐	☐
3	(A) To re-elect Mr Kwok Ping Ho as director.	☐	☐
	(B) To re-elect Mr Wong Ho Ming, Augustine as director.	☐	☐
	(C) To re-elect Mr Lee Tat Man as director.	☐	☐
	(D) To re-elect Mr Kwong Che Keung, Gordon as director.	☐	☐
	(E) To re-elect Professor Ko Ping Keung as director.	☐	☐
	(F) To re-elect Professor Poon Chung Kwong as director.	☐	☐
4	To re-appoint Auditor and authorise the Directors to fix Auditor's remuneration.	☐	☐
5	To approve the Ordinary Resolutions in item 5 of the Notice of Annual General Meeting		
	(A) To approve the issue of Bonus Shares.	☐	☐
	(B) To give a general mandate to the Directors to buy back Shares.	☐	☐
	(C) To give a general mandate to the Directors to allot new Shares.	☐	☐
	(D) To authorise the Directors to allot new shares equal to the total number of Shares bought back by the Company.	☐	☐

Dated _____ 2016

Signature _____

In the presence of:
 Witness _____

NOTES:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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 of the Company registered in your name(s).
- 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.
- 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.
- A proxy need not be a member of the Company.
- 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 are 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.
- 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.
- 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 less than 48 hours before the time of the Meeting or any adjournment thereof or, in the case of poll taken more than 48 hours after it was demanded, not less than 24 hours before the time appointed for the taking of the poll. 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.
- Any alterations made in this form should be initialled by person(s) who sign(s) the form.
- The Notice of Annual General Meeting is set out in the Company's 2015 Annual Report.

PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- Your supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and instructions.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the Share Registrar (Computershare Hong Kong Investor Services Limited), and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the Share Registrar (Computershare Hong Kong Investor Services Limited) by post or by email to hkinfo@computershare.com.hk.

This Proxy Form is made in English and Chinese. In case of any inconsistency, the English version shall prevail.