



**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 the Annual General Meeting to be held on 2 June 2015 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 2 June 2015 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 Financial Statements and the Reports of the Directors and Auditor for the year ended 31 December 2014.
- 2 To declare a Final Dividend.
- 3 (A) To re-elect Mr Li Ning as director.  
 (B) To re-elect Dr Lam Ko Yin, Colin as director.  
 (C) To re-elect Mr Lee Tat Man as director.  
 (D) To re-elect Mr Leung Hay Man 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 give a general mandate to the Directors to buy back Shares.  
 (B) To give a general mandate to the Directors to allot new Shares.  
 (C) To authorise the Directors to allot new shares equal to the total number of Shares bought back by the Company.

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Dated \_\_\_\_\_ 2015

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 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 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.
- 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 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.
- 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 2014 Annual Report.