



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 28 May 2019 at 9:30 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 28 May 2019 at 9:30 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 2018.	<input type="checkbox"/>	<input type="checkbox"/>
2 To declare a Final Dividend.	<input type="checkbox"/>	<input type="checkbox"/>
3 (i) To re-elect Mr Kwok Ping Ho as director.	<input type="checkbox"/>	<input type="checkbox"/>
(ii) To re-elect Mr Wong Ho Ming, Augustine as director.	<input type="checkbox"/>	<input type="checkbox"/>
(iii) To re-elect Mr Lee Tat Man as director.	<input type="checkbox"/>	<input type="checkbox"/>
(iv) To re-elect Mr Kwong Che Keung, Gordon as director.	<input type="checkbox"/>	<input type="checkbox"/>
(v) To re-elect Professor Ko Ping Keung as director.	<input type="checkbox"/>	<input type="checkbox"/>
(vi) To re-elect Mr Wu King Cheong as director.	<input type="checkbox"/>	<input type="checkbox"/>
(vii) To re-elect Mr Au Siu Kee, Alexander as director.	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-appoint Auditor and authorise the Directors to fix the Auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
5 To approve the Ordinary Resolutions in item no. 5 of the Notice of Annual General Meeting		
(A) To approve the issue of Bonus Shares.	<input type="checkbox"/>	<input type="checkbox"/>
(B) To give a general mandate to the Directors to buy back Shares.	<input type="checkbox"/>	<input type="checkbox"/>
(C) To give a general mandate to the Directors to allot new Shares.	<input type="checkbox"/>	<input type="checkbox"/>
(D) To authorise the Directors to allot new Shares equal to the total number of Shares bought back by the Company.	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL RESOLUTION

6 To approve the Special Resolution in item no. 6 of the Notice of Annual General Meeting to amend the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
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Date: _____ 2019

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 of the Company 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 share registrar, Computershare Hong Kong Investor Services Limited (the "Company's Registrar") at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours (excluding any part of a day that is a public holiday) before the time of the Meeting (i.e. at or before 9:30 a.m., 25 May 2019) or any adjournment thereof or, in the case of poll taken more than 48 hours after it was demanded, not less than 24 hours (excluding any part of a day that is a public holiday) 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, and in such event, 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 Annual Report 2018.

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 Company's Registrar, 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 Company's Registrar by post or by email to hkinfo@computershare.com.hk.
- Please refer to the Privacy Policy Statement of the Company which is available on the website of the Company (www.hld.com) for further details.

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