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**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)

## ANNUAL GENERAL MEETING HELD ON 28 MAY 2019 POLL RESULTS

At the Annual General Meeting (the “AGM”) of Henderson Land Development Company Limited (the “Company”) held on 28 May 2019, all the proposed resolutions as set out in the notice of the AGM dated 23 April 2019 were put to the vote by poll. The poll results in respect of all the resolutions proposed at the AGM are as follows:

Ordinary Resolutions		Number of Votes (%)	
		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.	3,763,422,565 (99.9999%)	4,503 (0.0001%)
2.	To declare a final dividend of HK\$1.30 per share (with no scrip option).	3,764,674,015 (99.9999%)	4,503 (0.0001%)
3.	(i) To re-elect Mr Kwok Ping Ho as Director.	3,743,238,982 (99.4300%)	21,458,036 (0.5700%)
	(ii) To re-elect Mr Wong Ho Ming, Augustine as Director.	3,743,279,040 (99.4300%)	21,459,807 (0.5700%)
	(iii) To re-elect Mr Lee Tat Man as Director.	3,382,866,679 (89.8586%)	381,787,008 (10.1414%)
	(iv) To re-elect Mr Kwong Che Keung, Gordon as Director.	3,383,796,252 (89.8833%)	380,860,795 (10.1167%)
	(v) To re-elect Professor Ko Ping Keung as Director.	3,578,211,334 (95.0467%)	186,474,684 (4.9533%)
	(vi) To re-elect Mr Wu King Cheong as Director.	3,562,608,792 (94.6321%)	202,084,236 (5.3679%)
	(vii) To re-elect Mr Au Siu Kee, Alexander as Director.	3,714,110,502 (98.6569%)	50,561,745 (1.3431%)
4.	To re-appoint KPMG as Auditor and authorise the Directors to fix Auditor’s remuneration.	3,733,236,216 (99.1698%)	31,251,229 (0.8302%)

5.	(A) To approve the issue of bonus shares on the basis of one for every ten shares held.	3,764,779,896 (99.9993%)	24,815 (0.0007%)
	(B) To give a general mandate to the Directors to buy back shares.	3,761,737,077 (99.9291%)	2,669,672 (0.0709%)
	(C) To give a general mandate to the Directors to allot new shares.	3,295,952,181 (87.5492%)	468,731,577 (12.4508%)
	(D) To authorise the Directors to allot new shares equal to the total number of shares bought back by the Company.	3,300,349,896 (87.6644%)	464,406,363 (12.3356%)
<b>As more than 50% of the votes were cast in favour of each of the above resolutions, all such resolutions were duly passed as ordinary resolutions.</b>			

Special Resolution		Number of Votes (%)	
		For	Against
6.	To amend the Articles of Association of the Company.	3,760,747,609 (99.9258%)	2,791,090 (0.0742%)
<b>As more than 75% of the votes were cast in favour of Resolution 6, the resolution was duly passed as a special resolution.</b>			

The scrutineer at the AGM for the purpose of vote-taking is the Company's share registrar, Computershare Hong Kong Investor Services Limited.

As at the date of the AGM, the total number of issued ordinary shares of the Company was 4,401,260,912 shares, the holders of which were entitled to attend and vote for or against the resolutions. There were no restrictions on any shareholders casting votes on any of the resolutions at the AGM.

As Resolution 6 to amend the Articles of Association of the Company has been duly passed as a special resolution, the stepping down of Dr Lee Shau Kee as Chairman and Managing Director, the appointments of Dr Lee Ka Kit and Mr Lee Ka Shing as Joint Chairmen and Managing Directors and the change of board committees' membership, as referred to in the announcement dated 27 May 2019, took effect immediately from the conclusion of the AGM.

By Order of the Board  
**Timon LIU Cheung Yuen**  
*Company Secretary*

Hong Kong, 28 May 2019

*As at the date of this announcement, the Board comprises: (1) executive directors: Lee Ka Kit (Chairman and Managing Director), Lee Ka Shing (Chairman and Managing Director), Lam Ko Yin, Colin, Lee Shau Kee, Yip Ying Chee, John, Suen Kwok Lam, Fung Lee Woon King, Lau Yum Chuen, Eddie, Kwok Ping Ho and Wong Ho Ming, Augustine; (2) non-executive directors: Lee Pui Ling, Angelina and Lee Tat Man; and (3) independent non-executive directors: Kwong Che Keung, Gordon, Ko Ping Keung, Wu King Cheong, Woo Ka Biu, Jackson, Poon Chung Kwong and Au Siu Kee, Alexander.*