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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)

## **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The board of directors of Henderson Land Development Company Limited (the “Company”) has proposed certain amendments to the Articles of Association in order that (1) in relation to Article 133, in pursuit of a timely decision making process, a resolution in writing is passed if it is consented by a majority in number, instead of all, of Directors or members of the committee of Directors; and (2) in relation to Article 166(b), further clarification is given for the use of electronic communication with shareholders.

The proposed amendments to the Articles of Association are subject to the approval of the shareholders of the Company by way of a special resolution at the annual general meeting of the Company to be held on 9 June 2011 (the “Annual General Meeting”).

Our legal adviser has confirmed that the proposed amendments comply with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the laws of Hong Kong. The Company also confirms that there is nothing unusual about the proposed amendments for a company listed in Hong Kong.

Full text of the proposed amendments to the Articles of Association is set out in resolution number 6 of the notice of the Annual General Meeting. A circular containing, amongst other things, the proposed amendments to the Articles of Association will be despatched to the shareholders of the Company.

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

Hong Kong, 15 April 2011

*As at the date of this announcement, the board of directors of the Company comprises: (1) executive directors: Lee Chau Kee (Chairman), Lee Ka Kit, Lam Ko Yin, Colin, Lee Ka Shing, Yip Ying Chee, John, Au Siu Kee, Alexander, Suen Kwok Lam, Lee King Yue, Fung Lee Woon King, Lau Yum Chuen, Eddie, Li Ning, Kwok Ping Ho, Patrick and Wong Ho Ming, Augustine; (2) non-executive directors: Woo Po Shing, Leung Hay Man, Lee Pui Ling, Angelina, Lee Tat Man and Woo Ka Bui, Jackson (as alternate to Woo Po Shing); and (3) independent non-executive directors: Kwong Che Keung, Gordon, Ko Ping Keung and Wu King Cheong.*