



HENDERSON INVESTMENT LIMITED

恒基兆業發展有限公司

Incorporated in Hong Kong with limited liability
(Stock Code : 97)

PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 5 JUNE 2023

I/We¹ _____
of _____
being the holder(s) of² _____ Shares of the abovenamed Company
hereby appoint³ the Chairman of the Meeting or _____
of _____
or failing him/her _____
of _____
to act as my/our proxy at the Extraordinary General Meeting of the Company to be held at the Four Seasons Grand Ballroom, Four Seasons Hotel, 8 Finance Street, Central, Hong Kong on Monday, 5 June 2023 at 11:15 a.m. and at any adjournment or postponement thereof and to vote on my/our behalf in respect of the resolution set out in the notice convening the Meeting as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR ⁴	AGAINST ⁴
To approve, ratify and confirm the entering into of the New Leasing and Licensing Framework Agreement and the transactions contemplated thereunder, the Right-of-Use Assets Caps and the 2023-2026 Rental Expense Caps (all as defined in the Circular dated 16 May 2023), and to authorise the director(s) of the Company to do all such things as they may in their absolute discretion consider to be necessary, expedient or desirable in order to implement and/or to give effect to or otherwise in connection with the abovementioned agreement and transactions.		

Date: _____ 2023

Signature⁵: _____

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 proxy form 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. A proxy need not be a member of the Company, but must attend the Meeting in person to represent you. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- 4 **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "AGAINST".** If this form is returned duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his/her discretion in respect of the resolution. A proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- 5 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/she 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.
- 6 In the case of a corporation this proxy form must be under its common seal or under the hand of an officer or attorney duly authorised.
- 7 To be valid this proxy form 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, Tricor Standard Limited (the "Company's Registrar") at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the Meeting (i.e. at or before 11:15 a.m., 2 June 2023) or any adjournment or postponement 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 proxy form will not preclude you from attending and voting in person at the Meeting if you so wish, and in such event, this proxy form will be deemed to have been revoked.
- 8 The Notice of Extraordinary General Meeting is set out in the circular of the Company dated 16 May 2023.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) "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").
- (ii) The supply of your Personal Data and that of your proxy 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.
- (iii) Your Personal Data and that of your proxy may be disclosed or transferred by the Company to its holding/subsidiary companies, 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.
- (iv) By providing your proxy's Personal Data in this proxy form, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her Personal Data provided in this proxy form and that you have informed your proxy of the purpose for and the manner in which his/her Personal Data may be used.
- (v) You and your appointed proxy have the right to request access to and/or correction of the respective Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing and sent to the Personal Data Privacy Officer of the Company's Registrar by post or by email to henderson97-ecom@hk.tricorglobal.com.
- (vi) Please refer to the Privacy Policy and Personal Information Collection Statement of the Company which is available on the website of the Company (www.hilhk.com) for further details.